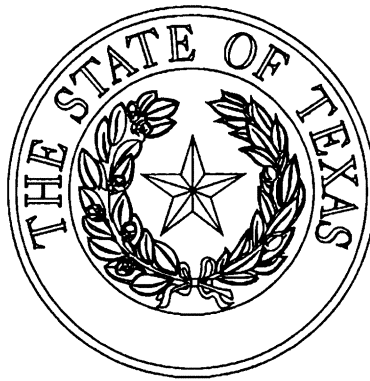


Texas Department of Savings & Mortgage Lending

Eighty-first Annual Report

of

Savings Institutions



Douglas B. Foster

Savings & Mortgage Lending Commissioner

of Texas

December 31, 2009

FINANCE COMMISSION OF TEXAS MEMBERS

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Executive Assistant
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Director of Licensing
Director of Administration and Finance
Supervisory Analyst
Supervisory Analyst
Complaint Specialist
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NUMBER OF ASSOCIATIONS IN TEXAS

TYPE OF ASSOCIATION	12/31/2009	12/31/2008	PERCENT CHANGE
STATE CHARTERED			
STOCK	28	27	3.7%
MUTUAL	1	1	0.0%
TOTAL STATE	29	28	3.6%
FEDERAL CHARTERED			
STOCK	15	18	-16.7%
MUTUAL	4	4	0.0%
TOTAL FEDERAL	19	22	-13.6%
TOTAL STATE AND FEDERAL	48	50	-4.0%

TABLE II

BRANCHING IN TEXAS - DECEMBER 31, 2009

TYPE CHARTER	ASSNS	BRANCHES	ASSOCIATIONS W/ BRANCHES	ASSOCIATIONS W/O BRANCHES
STATE	29	46	22	7
FEDERAL	19	157	9	10
TOTAL	48	203	31	17

TABLE III

STOCK AND MUTUAL ASSOCIATIONS IN TEXAS

DECEMBER 31, 2009

TYPE OF ASSOCIATION	NO. OF ASSNS	DEPOSITS	ASSETS	LOANS	NET WORTH
STATE CHARTERED					
STOCK	28	\$6,293,675,917	\$8,328,042,133	\$6,317,856,054	\$1,194,123,196
MUTUAL	1	37,220,000	44,850,000	27,053,000	7,286,000
TOTAL STATE	29	\$6,330,895,917	\$8,372,892,133	\$6,344,909,054	\$1,201,409,196
FEDERAL CHARTERED					
STOCK	15	\$38,815,008,000	\$44,724,732,000	\$33,378,557,000	\$4,104,271,000
MUTUAL	4	1,457,734,000	1,799,595,000	1,247,724,000	150,523,000
TOTAL FEDERAL	19	\$40,272,742,000	\$46,524,327,000	\$34,626,281,000	\$4,254,794,000
TOTAL	48	\$46,603,637,917	\$54,897,219,133	\$40,971,190,054	\$5,456,203,196

TABLE IV

STANDARD METROPOLITAN STATISTICAL AREAS

SMSA	NO. OF ASSNS	TOTAL ASSETS	TOTAL DEPOSITS
AUSTIN	4	\$459,739,000	\$353,070,000
BEAUMONT-PORT ARTHUR-ORANGE	1	345,433,801	300,825,863
CORPUS CHRISTI	0	0	0
DALLAS-FORT WORTH	14	12,211,576,827	9,267,990,778
BRYAN-COLLEGE STATION	1	144,341,000	123,533,000
GALVESTON-TEXAS CITY	0	0	0
HOUSTON	7	833,670,021	708,550,997
LUBBOCK	0	0	0
MIDLAND	0	0	0
ODESSA	0	0	0
SAN ANTONIO	1	37,922,355,000	33,556,838,000
SAN ANGELO	0	0	0
TYLER	1	243,413,000	135,246,000
WICHITA FALLS	0	0	0
BROWNSVILLE-HARLINGEN-SAN BENITO	0	0	0
PANHANDLE	1	115,838,000	103,802,000
KILLEEN-TEMPLE	0	0	0
EL PASO	1	110,400,000	69,048,000
SHERMAN-DENISON	0	0	0
MCALLEN-PHARR-EDINBURG	0	0	0
ABILENE	0	0	0
LAREDO	0	0	0
LONGVIEW	0	0	0
WACO	0	0	0
TEXARKANA	0	0	0
WEST REGION	5	776,193,000	599,471,000
NORTHEAST REGION	4	777,450,000	594,586,000
SOUTHEAST REGION	3	341,594,269	287,126,014
SOUTH REGION	5	615,215,215	503,550,265
TOTALS	48	\$54,897,219,133	\$46,603,637,917

TABLE V

COMPARATIVE CLASSIFICATION OF ASSOCIATIONS
(BY ASSET SIZE)

ASSET SIZE (MILLIONS)		NO. OF ASSNS	%	TOTAL ASSETS IN SIZE GROUP	
FROM	TO				
0	9	0	0.00%	\$0	0.00%
9	10	0	0.00%	0	0.00%
10	12	0	0.00%	0	0.00%
12	15	0	0.00%	0	0.00%
15	20	0	0.00%	0	0.00%
20	25	0	0.00%	0	0.00%
25	30	1	2.08%	26,510,000	0.05%
30	40	1	2.08%	31,548,000	0.06%
40	50	3	6.25%	130,061,000	0.24%
50	75	6	12.50%	400,724,269	0.73%
75	100	3	6.25%	276,678,219	0.50%
100	150	8	16.67%	1,004,100,629	1.83%
150	200	11	22.92%	1,867,483,215	3.40%
200	250	4	8.33%	909,638,000	1.66%
250	300	0	0.00%	0	0.00%
300	400	3	6.25%	1,081,989,801	1.97%
400	500	0	0.00%	0	0.00%
500	600	0	0.00%	0	0.00%
600	1,000	3	6.25%	2,192,697,000	3.99%
1,000	2,000	2	4.17%	2,766,451,000	5.04%
2,000	3,000	1	2.08%	2,380,252,000	4.34%
3,000	4,000	1	2.08%	3,906,731,000	7.12%
4,000	5,000	0	0.00%	0	0.00%
5,000	6,000	0	0.00%	0	0.00%
6,000	7,000	0	0.00%	0	0.00%
7,000	8,000	0	0.00%	0	0.00%
8,000	9,000	0	0.00%	0	0.00%
9,000	AND UP	1	2.08%	37,922,355,000	69.08%
TOTALS		48	100.00%	\$54,897,219,133	100.00%

TABLE VI

**COMBINED STATEMENT OF CONDITION
DOMESTIC STATE AND FEDERALLY CHARTERED ASSOCIATIONS IN TEXAS
AS OF DECEMBER 31, 2009 AND DECEMBER 31, 2008**

	48 ASSOCIATIONS 12/31/09	50 ASSOCIATIONS 12/31/08	INCREASE/ (DECREASE)	% CHANGE
ASSETS				
CASH ON HAND AND DEMAND DEPOSITS	\$3,132,782,199	\$1,621,616,567	\$1,511,165,632	93.2%
SECURITIES AND INVESTMENTS	\$7,806,455,418	\$30,680,444,006	(\$22,873,988,588)	-74.6%
STOCK IN FEDERAL HOME LOAN BANK/FEDERAL RESERVE BANK	\$19,716,704	\$25,339,298	(\$5,622,594)	-22.2%
MORTGAGE LOANS (INCLUDES MORTGAGE BACKED SECURITIES)	\$22,073,959,025	\$51,797,122,562	(\$29,723,163,537)	-57.4%
FEDERAL FUNDS SOLD	\$304,167,000	\$1,363,908,149	(\$1,059,741,149)	-77.7%
OTHER LOANS	\$18,897,231,029	\$1,157,935,820	\$17,739,295,209	1532.0%
REAL ESTATE OWNED	\$211,530,980	\$182,624,450	\$28,906,530	15.8%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	\$1,027,903	\$4,227,903	(\$3,200,000)	-75.7%
OFFICE PREMISES & EQUIPMENT, NET	\$323,294,149	\$523,309,473	(\$200,015,324)	-38.2%
INVESTMENTS IN SUBSIDIARY CORPORATIONS	\$3,007,024	\$2,785,640	\$221,384	7.9%
GOODWILL	\$190,347,005	\$349,326,753	(\$158,979,748)	-45.5%
OTHER ASSETS AND DEFERRED CHARGES	\$1,933,700,697	\$3,852,600,894	(\$1,918,900,197)	-49.8%
TOTAL ASSETS	<u>\$54,897,219,133</u>	<u>\$91,561,241,515</u>	<u>(\$36,664,022,382)</u>	<u>-40.0%</u>
LIABILITIES AND EQUITY CAPITAL				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$46,603,637,917	\$55,725,737,066	(\$9,122,099,149)	-16.4%
ADVANCES FROM FHLB DALLAS	\$307,493,866	\$463,139,798	(\$155,645,932)	-33.6%
OTHER BORROWED MONEY	\$1,093,541,000	\$27,085,710,000	(\$25,992,169,000)	-96.0%
OTHER LIABILITIES	\$1,436,342,154	\$1,269,016,529	\$167,325,625	13.2%
TOTAL LIABILITIES	<u>\$49,441,014,937</u>	<u>\$84,543,603,393</u>	<u>(\$35,102,588,456)</u>	<u>-41.5%</u>
EQUITY CAPITAL:				
PREFERRED STOCK	\$275,100,000	\$77,063,000	\$198,037,000	257.0%
COMMON STOCK	\$35,763,000	\$99,558,095	(\$63,795,095)	-64.1%
PAID-IN SURPLUS	\$1,259,302,745	\$4,516,960,468	(\$3,257,657,723)	-72.1%
OTHER CAPITAL ACCOUNTS	\$621,679,587	\$1,901,802,906	(\$1,280,123,319)	-67.3%
RETAINED EARNINGS	\$3,015,621,827	\$422,253,653	\$2,593,368,174	614.2%
TOTAL EQUITY CAPITAL	<u>\$5,207,467,159</u>	<u>\$7,017,638,122</u>	<u>(\$1,810,170,963)</u>	<u>-25.8%</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$54,648,482,096</u>	<u>\$91,561,241,515</u>	<u>(\$36,912,759,419)</u>	<u>-40.3%</u>

TABLE VII

COMBINED STATEMENT OF CONDITION
DOMESTIC STATE CHARTERED SAVINGS INSTITUTIONS
AS OF DECEMBER 31, 2009 AND DECEMBER 31, 2008

	29 ASSOCIATIONS 12/31/09	28 ASSOCIATIONS 12/31/08	INCREASE/ (DECREASE)	% CHANGE
ASSETS				
CASH ON HAND AND DEMAND DEPOSITS	\$644,288,199	\$252,763,567	\$391,524,632	154.9%
SECURITIES AND INVESTMENTS	592,926,418	285,399,006	\$307,527,412	107.8%
STOCK IN FEDERAL HOME LOAN BANK/FEDERAL RESERVE BANK	19,716,704	25,339,298	(\$5,622,594)	-22.2%
MORTGAGE LOANS (INCLUDES MORTGAGE BACKED SECURITIES)	4,263,372,025	1,980,651,562	\$2,282,720,463	115.3%
FEDERAL FUNDS SOLD	114,582,000	106,137,149	\$8,444,851	8.0%
OTHER LOANS	2,081,537,029	1,157,935,820	\$923,601,209	79.8%
REAL ESTATE OWNED	150,874,980	21,098,450	\$129,776,530	615.1%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	1,027,903	4,227,903	(\$3,200,000)	-75.7%
OFFICE PREMISES & EQUIPMENT, NET	158,681,149	82,260,473	\$76,420,676	92.9%
INVESTMENTS IN SUBSIDIARY CORPORATIONS	3,007,024	2,785,640	\$221,384	7.9%
GOODWILL	16,078,005	13,519,753	\$2,558,252	18.9%
OTHER ASSETS AND DEFERRED CHARGES	326,800,697	56,267,894	270,532,803	480.79%
TOTAL ASSETS	<u>\$8,372,892,133</u>	<u>\$3,988,386,515</u>	<u>\$4,384,505,618</u>	<u>109.93%</u>
LIABILITIES AND EQUITY CAPITAL				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$6,330,895,917	\$3,119,082,066	\$3,211,813,851	103.0%
ADVANCES FROM FHLB DALLAS	307,493,866	398,139,798	(\$90,645,932)	-22.8%
OTHER BORROWED MONEY	119,931,000	12,980,000	\$106,951,000	824.0%
OTHER LIABILITIES	413,161,154	23,304,529	\$389,856,625	1672.9%
TOTAL LIABILITIES	<u>\$7,171,481,937</u>	<u>\$3,553,506,393</u>	<u>\$3,617,975,544</u>	<u>101.8%</u>
EQUITY CAPITAL:				
PREFERRED STOCK	\$1,963,000	\$1,963,000	\$0	0.0%
COMMON STOCK	66,440,745	63,192,095	\$3,248,650	5.1%
PAID-IN SURPLUS	621,679,587	262,411,468	\$359,268,119	136.9%
OTHER CAPITAL ACCOUNTS	8,833,715	(1,945,094)	\$10,778,809	-554.2%
RETAINED EARNINGS	502,492,149	109,258,653	\$393,233,496	359.9%
TOTAL EQUITY CAPITAL	<u>\$1,201,409,196</u>	<u>\$434,880,122</u>	<u>\$766,529,074</u>	<u>176.3%</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$8,372,891,133</u>	<u>\$3,988,386,515</u>	<u>\$4,384,504,618</u>	<u>109.9%</u>

TABLE VIII

**COMBINED STATEMENT OF CONDITION
FEDERALLY CHARTERED SAVINGS AND LOAN ASSOCIATIONS
AS OF DECEMBER 31, 2009 AND DECEMBER 31, 2008**

	19 ASSOCIATIONS 12/31/09	22 ASSOCIATIONS 12/31/08	INCREASE/ (DECREASE)	% CHANGE
<i>ASSETS</i>				
CASH ON HAND AND DEMAND DEPOSITS	\$2,488,494,000	\$1,368,853,000	\$1,119,641,000	81.8%
SECURITIES AND INVESTMENTS	7,213,529,000	30,395,045,000	(\$23,181,516,000)	-76.3%
STOCK IN FEDERAL HOME LOAN BANK/FEDERAL RESERVE BANK	0	0	\$0	#DIV/0!
MORTGAGE LOANS (INCLUDES MORTGAGE BACKED SECURITIES)	17,810,587,000	49,816,471,000	(\$32,005,884,000)	-64.2%
FEDERAL FUNDS SOLD	189,585,000	1,257,771,000	(\$1,068,186,000)	-84.9%
OTHER LOANS	16,815,694,000	0	\$16,815,694,000	0.0%
REAL ESTATE OWNED	60,656,000	161,526,000	(\$100,870,000)	-62.4%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	0	0	\$0	#DIV/0!
OFFICE PREMISES & EQUIPMENT, NET	164,613,000	441,049,000	(\$276,436,000)	-62.7%
INVESTMENTS IN SUBSIDIARY CORPORATIONS	0	0	\$0	0.0%
GOODWILL	174,269,000	335,807,000	(\$161,538,000)	-48.1%
OTHER ASSETS AND DEFERRED CHARGES	1,606,900,000	3,796,333,000	(\$2,189,433,000)	-57.7%
TOTAL ASSETS	\$46,524,327,000	\$87,572,855,000	(\$41,048,528,000)	-46.9%
<i>LIABILITIES AND EQUITY CAPITAL</i>				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$40,272,742,000	\$52,606,655,000	(\$12,333,913,000)	-23.4%
ADVANCES FROM FHLB DALLAS	0	65,000,000	(\$65,000,000)	-100.0%
OTHER BORROWED MONEY	973,610,000	27,072,730,000	(\$26,099,120,000)	-96.4%
OTHER LIABILITIES	1,023,181,000	1,245,712,000	(\$222,531,000)	-17.9%
TOTAL LIABILITIES	\$42,269,533,000	\$80,990,097,000	(\$38,720,564,000)	-47.8%
EQUITY CAPITAL:				
PREFERRED STOCK	\$275,100,000	\$75,100,000	\$200,000,000	266.3%
COMMON STOCK	33,800,000	36,366,000	(\$2,566,000)	-7.1%
PAID-IN SURPLUS	1,192,862,000	4,254,549,000	(\$3,061,687,000)	-72.0%
OTHER CAPITAL ACCOUNTS	0	1,903,748,000	(\$1,903,748,000)	0.0%
RETAINED EARNINGS	2,753,032,000	312,995,000	\$2,440,037,000	779.6%
TOTAL EQUITY CAPITAL	\$4,254,794,000	\$6,582,758,000	(\$2,327,964,000)	-35.4%
TOTAL LIABILITIES AND EQUITY CAPITAL	\$46,524,327,000	\$87,572,855,000	(\$41,048,528,000)	-46.9%

TABLE IX
TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES
DECEMBER 31, 2009

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
ANDERSON	57,064	0	0	\$0
ANDREWS	12,952	0	0	0
ANGELINA	82,524	0	1	51,562,000
ARANSAS	24,831	0	0	0
ARCHER	9,266	0	0	0
ARMSTRONG	2,120	0	0	0
ATASCOSA	43,876	0	0	0
AUSTIN	26,407	0	0	0
BAILEY	6,597	0	0	0
BANDERA	20,203	0	0	0
BASTROP	71,684	0	0	0
BAYLOR	3,805	0	0	0
BEE	33,176	0	0	0
BELL	257,897	0	0	0
BEXAR	1,555,592	0	1	37,922,355,000
BLANCO	9,250	0	0	0
BORDEN	648	0	0	0
BOSQUE	18,058	0	0	0
BOWIE	91,455	0	0	0
BRAZORIA	287,898	0	0	0
BRAZOS	159,006	1	0	144,341,000
BREWSTER	9,048	0	0	0
BRISCOE	1,598	0	0	0
BROOKS	7,731	0	0	0
BROWN	38,970	0	0	0
BURLESON	16,932	0	0	0
BURNET	42,896	0	0	0
CALDWELL	36,720	0	0	0
CALHOUN	20,705	0	0	0
CALLAHAN	13,491	0	0	0
CAMERON	387,717	0	0	0
CAMP	12,410	0	1	164,979,000
CARSON	6,595	0	0	0
CASS	29,955	0	0	0
CASTRO	7,449	0	0	0
CHAMBERS	28,779	0	0	0
CHEROKEE	48,513	0	0	0
CHILDRESS	7,717	0	0	0
CLAY	11,104	0	0	0
COCHRAN	3,214	0	0	0
COKE	3,623	0	0	0
COLEMAN	8,761	0	0	0
COLLIN	698,851	2	2	6,641,845,608
COLLINGSWORTH	2,930	0	0	0

TABLE IX
TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES
DECEMBER 31, 2009

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
COLORADO	20,824	0	0	\$0
COMAL	101,181	0	0	0
COMANCHE	13,837	0	0	0
CONCHO	3,654	0	0	0
COOKE	38,946	0	0	0
CORYELL	72,667	0	0	0
COTTLE	1,679	0	0	0
CRANE	3,845	0	0	0
CROCKETT	3,879	0	0	0
CROSBY	6,549	0	0	0
CULBERSON	2,525	0	0	0
DALLAM	6,143	0	1	104,094,000
DALLAS	2,345,815	2	1	897,763,000
DAWSON	14,174	0	0	0
DEAF SMITH	18,623	0	0	0
DELTA	5,561	0	0	0
DENTON	584,238	0	0	0
DEWITT	20,167	1	0	159,271,215
DICKENS	2,596	0	0	0
DIMITT	10,385	0	0	0
DONLEY	3,848	0	0	0
DUVAL	12,437	0	0	0
EASTLAND	18,293	0	0	0
ECTOR	127,462	0	0	0
EDWARDS	1,935	0	0	0
ELLIS	139,300	0	0	0
EL PASO	736,310	1	0	110,400,000
ERATH	34,289	0	0	0
FALLS	17,547	1	0	68,839,000
FANNIN	33,337	0	0	0
FAYETTE	22,521	2	0	100,923,269
FISHER	4,027	0	0	0
FLOYD	7,053	0	0	0
FOARD	1,519	0	0	0
FORT BEND	493,187	0	0	0
FRANKLIN	10,367	0	0	0
FREESTONE	18,803	0	0	0
FRIO	16,336	0	0	0
GAINES	15,008	0	0	0
GALVESTON	283,551	0	0	0
GARZA	4,877	0	0	0
GILLESPIE	23,527	0	0	0
GLASSCOCK	1,248	0	0	0
GOLIAD	7,192	0	0	0

TABLE IX
TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES
DECEMBER 31, 2009

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
GONZALES	19,566	0	0	\$0
GRAY	21,919	0	0	0
GRAYSON	118,478	0	0	0
GREGG	117,090	0	0	0
GRIMES	25,552	0	0	0
GUADALUPE	108,410	0	0	0
HALE	36,317	0	0	0
HALL	3,668	0	0	0
HAMILTON	8,186	0	0	0
HANSFORD	5,237	0	0	0
HARDEMAN	4,250	0	0	0
HARDIN	51,483	0	0	0
HARRIS	3,886,207	4	3	833,670,021
HARRISON	63,819	0	0	0
HARTLEY	5,335	0	0	0
HASKELL	5,438	0	0	0
HAYS	130,325	1	0	72,482,000
HEMPHILL	3,412	0	0	0
HENDERSON	80,222	0	0	0
HIDALGO	700,634	0	0	0
HILL	35,806	0	0	0
HOCKLEY	22,609	0	0	0
HOOD	49,238	0	0	0
HOPKINS	33,496	0	0	0
HOUSTON	23,044	0	0	0
HOWARD	32,463	0	0	0
HUDSPETH	3,320	0	0	0
HUNT	83,338	0	0	0
HUTCHINSON	22,460	0	0	0
IRION	1,814	0	0	0
JACK	9,110	0	0	0
JACKSON	14,249	0	0	0
JASPER	35,293	0	0	0
JEFF DAVIS	2,315	0	0	0
JEFFERSON	243,914	0	0	0
JIM HOGG	5,027	0	0	0
JIM WELLS	41,131	0	0	0
JOHNSON	149,016	0	0	0
JONES	19,645	0	0	0
KARNES	15,270	0	0	0
KAUFMAN	93,241	0	0	0
KENDALL	30,213	0	0	0
KENEDY	402	0	0	0
KENT	734	0	0	0

TABLE IX
TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES
DECEMBER 31, 2009

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
KERR	47,254	0	0	\$0
KIMBLE	4,570	0	0	0
KING	287	0	0	0
KINNEY	3,342	0	0	0
KLEBERG	30,353	0	0	0
KNOX	3,702	0	0	0
LAMAR	49,863	0	1	361,114,000
LAMB	14,244	1	0	44,850,000
LAMPASAS	20,758	0	0	0
LA SALLE	5,969	0	0	0
LAVACA	19,970	1	0	172,018,000
LEE	16,573	0	0	0
LEON	16,538	0	0	0
LIBERTY	75,685	0	0	0
LIMESTONE	22,720	0	0	0
LIPSCOMB	3,114	0	0	0
LIVE OAK	11,522	0	0	0
LLANO	18,269	0	0	0
LOVING	60	0	0	0
LUBBOCK	254,862	0	0	0
LYNN	6,212	0	0	0
MCCULLOCH	8,016	0	0	0
MCLENNAN	226,189	0	0	0
MCMULLEN	913	0	0	0
MADISON	13,310	0	0	0
MARION	10,970	0	0	0
MARTIN	4,441	0	0	0
MASON	3,902	0	0	0
MATAGORDA	37,824	0	0	0
MAVERICK	52,298	0	0	0
MEDINA	43,913	0	0	0
MENARD	2,210	0	0	0
MIDLAND	124,380	0	0	0
MILAM	25,286	0	0	0
MILLS	5,184	0	0	0
MITCHELL	9,327	0	0	0
MONTAGUE	19,810	0	0	0
MONTGOMERY	398,290	0	0	0
MOORE	20,591	0	0	0
MORRIS	13,002	0	0	0
MOTLEY	1,276	0	0	0
NACOGDOCHES	61,079	0	0	0
NAVARRO	49,440	0	0	0
NEWTON	14,090	0	0	0

TABLE IX
TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES
DECEMBER 31, 2009

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
NOLAN	14,812	0	0	\$0
NUECES	321,457	0	0	0
OCHILTREE	9,550	1	0	115,838,000
OLDHAM	2,133	0	0	0
ORANGE	84,243	1	0	345,433,801
PALO PINTO	27,797	0	0	0
PANOLA	22,989	0	0	0
PARKER	106,266	0	0	0
PARMER	9,714	0	0	0
PECOS	16,139	0	0	0
POLK	46,995	0	0	0
POTTER	121,328	0	0	0
PRESIDIO	7,713	0	0	0
RAINS	11,514	0	0	0
RANDALL	111,472	0	0	0
REAGAN	3,022	0	0	0
REAL	3,061	0	0	0
RED RIVER	13,440	0	0	0
REEVES	11,466	0	0	0
REFUGIO	7,596	0	0	0
ROBERTS	835	0	0	0
ROBERTSON	16,214	1	0	188,577,000
ROCKWALL	69,155	0	0	0
RUNNELS	10,724	0	0	0
RUSK	48,354	0	1	96,414,000
SABINE	10,457	0	0	0
SAN AUGUSTINE	8,888	0	0	0
SAN JACINTO	24,760	0	0	0
SAN PATRICIO	69,522	0	0	0
SAN SABA	5,993	0	0	0
SCHLEICHER	2,776	0	0	0
SCURRY	16,202	1	0	127,144,000
SHACKELFORD	3,194	0	0	0
SHELBY	26,575	1	0	215,619,000
SHERMAN	2,936	0	0	0
SMITH	194,635	0	1	243,413,000
SOMERVELL	7,773	0	0	0
STARR	61,780	0	0	0
STEPHENS	9,610	0	0	0
STERLING	1,246	0	0	0
STONEWALL	1,402	0	0	0
SUTTON	4,281	0	0	0
SWISHER	7,830	0	0	0
TARRANT	1,671,295	2	5	4,671,968,219

TABLE IX
TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES
DECEMBER 31, 2009

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
TAYLOR	124,927	0	0	\$0
TERRELL	983	0	0	0
TERRY	12,387	0	0	0
THROCKMORTON	1,678	0	0	0
TITUS	30,306	0	0	0
TOM GREEN	103,938	0	0	0
TRAVIS	921,006	3	0	387,257,000
TRINITY	14,296	0	0	0
TYLER	20,557	0	0	0
UPSHUR	37,923	0	0	0
UPTON	3,134	0	0	0
UVALDE	27,050	0	0	0
VAL VERDE	48,145	1	0	375,442,000
VAN ZANDT	52,916	0	0	0
VICTORIA	86,191	0	0	0
WALKER	63,304	0	0	0
WALLER	35,185	0	0	0
WARD	10,352	0	0	0
WASHINGTON	31,912	0	0	0
WEBB	231,470	0	0	0
WHARTON	41,475	0	0	0
WHEELER	4,854	0	0	0
WICHITA	125,158	0	0	0
WILBARGER	14,218	0	0	0
WILLACY	20,645	0	0	0
WILLIAMSON	353,830	0	0	0
WILSON	38,829	0	0	0
WINKLER	6,609	0	0	0
WISE	57,891	0	0	0
WOOD	41,776	1	0	154,943,000
YOAKUM	7,438	0	0	0
YOUNG	18,021	0	1	124,663,000
ZAPATA	13,615	0	0	0
ZAVALA	12,036	0	0	0
TOTALS	23,508,783	29	19	\$54,897,219,133

** SOURCE: Population estimates from mid-2006 as released July 2007 by the
Bureau of the Census U.S. Department of Commerce

TABLE X

TEXAS ASSOCIATIONS--BY ASSET SIZE

December 31, 2009

RANK	ASSOCIATION/CITY	ASSETS IN MILLIONS		RANK
		2009	2008	
1	USAA FEDERAL SAVINGS BANK, SAN ANTONIO	\$37,922.4	\$32,585.0	1
2	BEAL BANK, SSB, PLANO	3,906.7	2,450.8	4
3	VIEWPOINT BANK, PLANO	2,380.3	2,213.4	5
4	SOUTHWEST SECURITIES BANK, ARLINGTON	1,632.5	1,434.0	6
5	OMNIAMERICAN BANK, FORT WORTH	1,134.0	1,067.9	7
6	COLONIAL SAVINGS, F.A., FORT WORTH	964.9	941.9	8
7	FIRST COMMAND BANK, FORT WORTH	615.6	551.7	10
8	NEXBANK, SSB, DALLAS	612.3	591.8	9
9	THE BANK & TRUST, SSB, DEL RIO	375.4	335.3	13
10	FIRST FEDERAL COMMUNITY BANK, PARIS	361.1	352.7	11
11	ORANGE SAVINGS BANK, ssb, ORANGE	345.4	347.5	12
12	FIRST FEDERAL BANK TEXAS, TYLER	243.4	243.2	15
13	EQUITY BANK, SSB, DALLAS	242.5	269.1	14
14	SHELBY SAVINGS BANK, SSB, CENTER	215.6	215.3	16
15	SHARE PLUS FEDERAL BANK, PLANO	208.1	191.0	18
16	PREFERRED BANK , HOUSTON	213.6	213.6	17
17	FIRST STAR BANK - BREMOND, SSB	188.6	171.5	19
18	HORIZON BANK, SSB, AUSTIN	181.1	136.0	26
19	LONE STAR BANK, S.S.B., MOULTON	172.0	159.2	21
20	INTEGRITY BANK, SSB, HOUSTON	169.2	121.0	28
21	CYPRESS BANK, F.S.B., PITTSBURG	165.0	155.7	23
22	AFFILIATED BANK, FSB, BEDFORD	164.6	129.5	27
23	INDEPENDENT BANK OF AUSTIN, SSB, LAKEWAY	164.0	161.9	20
24	TRUSTTEXAS BANK, SSB, CUERO	159.3	155.9	22

TABLE X

TEXAS ASSOCIATIONS--BY ASSET SIZE

December 31, 2009

RANK	ASSOCIATION/CITY	ASSETS IN MILLIONS		RANK
		2009	2008	
25	MINEOLA COMMUNITY BANK, S.S.B., MINEOLA	154.9	147.3	25
26	THIRD COAST BANK, SSB, HUMBLE	153.3	82.6	36
27	SYNERGY BANK, S.S.B., MCKINNEY	146.8	151.5	24
28	SPIRIT OF TEXAS BANK, SSB, COLLEGE STATION	144.3	53.2	43
29	FOUNDERS BANK, SSB, SUGAR LAND	130.9	86.3	35
30	TEXAS SAVINGS BANK, SSB, SNYDER	127.1	97.9	33
31	GRAHAM SAVINGS & LOAN, F.A., GRAHAM	124.7	115.6	30
32	INTERSTATE BANK, ssb, PERRYTON	115.8	116.3	29
33	CAPITAL BANK, s.s.b., EL PASO	110.4	112.8	31
34	DALHART FEDERAL SAVINGS & LOAN ASSN., DALHART	104.1	107.6	32
35	HENDERSON FEDERAL SAVINGS BANK, HENDERSON	96.4	88.7	34
36	PROVIDENCE BANK OF TEXAS, SSB, SOUTHLAKE	94.4	66.3	39
37	WOODFOREST BANK, FSB, THE WOODLANDS	85.9	65.0	41
38	FAYETTE SAVINGS BANK, SSB, LA GRANGE	74.4	69.2	37
39	PIONEER BANK, SSB, DRIPPING SPRINGS	72.5	69.0	38
40	TEXAS STAR BANK, SSB, LOTT	68.8	63.5	41
41	OASIS BANK, SSB, HOUSTON	67.4	34.5	47
42	TEXAS EXCHANGE BANK, SSB, CROWLEY	66.0	54.0	42
43	ANGELINA SAVINGS BANK, FSB, LUFKIN	51.6	47.8	44
44	FIRST FEDERAL BANK LITTLEFIELD, TX ssb	44.9	45.8	45
45	BANK OF LAS COLINAS	43.0	31.4	48
46	LIBERTAD BANK, SSB, AUSTIN	42.2	44.8	46
47	BANK OF FORT BEND	31.5	26.4	50
48	COLORADO VALLEY BANK, ssb, LA GRANGE	26.5	29.0	49

TABLE XI

TEXAS ASSOCIATIONS--BY DEPOSIT SIZE
DECEMBER 31, 2009

RANK	ASSOCIATION/CITY	DEPOSITS IN MILLIONS		RANK
		2009	2008	
1	USAA FEDERAL SAVINGS BANK, SAN ANTONIO	\$33,556.8	\$29,005.1	1
2	BEAL BANK, SSB, PLANO	2,687.2	1,205.6	5
3	VIEWPOINT BANK, PLANO	1,821.5	1,594.4	4
4	SOUTHWEST SECURITIES BANK, ARLINGTON	1,350.2	1,159.5	6
5	OMNIAMERICAN BANK, FORT WORTH	911.8	741.8	7
6	COLONIAL SAVINGS, F.A., FORT WORTH	626.9	633.2	8
7	FIRST COMMAND BANK, FORT WORTH	552.8	500.2	9
8	NEXBANK, SSB, DALLAS	482.7	408.5	10
9	ORANGE SAVINGS BANK, ssb, ORANGE	300.8	305.0	11
10	THE BANK & TRUST, SSB, DEL RIO	299.6	264.3	13
11	FIRST FEDERAL COMMUNITY BANK, PARIS	298.1	286.7	12
12	EQUITY BANK, SSB, DALLAS	217.4	242.0	14
13	SHARE PLUS FEDERAL BANK, PLANO	173.7	142.5	18
14	SHELBY SAVINGS BANK, SSB, CENTER	173.6	179.1	16
15	PREFERRED BANK , HOUSTON	170.0	180.5	15
16	FIRST STAR BANK - BREMOND, SSB	161.2	154.3	17
17	AFFILIATED BANK, FSB, BEDFORD	149.1	86.3	29
18	HORIZON BANK, SSB, AUSTIN	147.7	108.1	24
19	INTEGRITY BANK SSB, HOUSTON	141.3	92.4	28
20	LONE STAR BANK, S.S.B., MOULTON	141.2	118.1	22
21	THIRD COAST BANK, SSB, HUMBLE	139.3	66.9	35
22	FIRST FEDERAL BANK TEXAS, TYLER	135.2	117.1	23
23	TRUSTTEXAS BANK, SSB, CUERO	130.3	125.1	19
24	CYPRESS BANK, F.S.B., PITTSBURG	123.8	118.2	21

TABLE XI

TEXAS ASSOCIATIONS--BY DEPOSIT SIZE
DECEMBER 31, 2009

RANK	ASSOCIATION/CITY	DEPOSITS IN MILLIONS		RANK
		2009	2008	
25	SPIRIT OF TEXAS BANK, SSB, COLLEGE STATION	123.5	40.6	42
26	SYNERGY BANK, S.S.B., WACO	119.8	119.9	20
27	FOUNDERS BANK, SSB, SUGAR LAND	116.8	73.4	32
28	INDEPENDENT BANK OF AUSTIN, SSB, LAKEWAY	111.4	98.7	26
29	TEXAS SAVINGS BANK, SSB, SNYDER	103.9	79.1	31
30	INTERSTATE BANK, ssb, PERRYTON	103.8	106.8	25
31	MINEOLA COMMUNITY BANK, S.S.B., MINEOLA	98.5	92.6	27
32	GRAHAM SAVINGS & LOAN, F.A., GRAHAM	92.5	85.0	30
33	PROVIDENCE BANK OF TEXAS, SSB, SOUTHLAKE	86.0	57.7	39
34	HENDERSON FEDERAL SAVINGS ASSOC., HENDERSON	74.2	66.8	36
35	CAPITAL BANK, s.s.b., EL PASO	69.0	68.2	34
36	FAYETTE SAVINGS BANK, SSB, LA GRANGE	67.6	63.0	37
37	DALHART FEDERAL SAVINGS & LOAN ASSOC.	66.2	70.5	33
38	PIONEER BANK, SSB, DRIPPING SPRINGS	61.0	59.3	38
39	WOODFOREST BANK, FSB, THE WOODLANDS	60.4	44.0	40
40	OASIS BANK, SSB, HOUSTON	54.7	24.3	48
41	TEXAS EXCHANGE BANK, SSB, CROWLEY	51.4	39.8	43
42	TEXAS STAR BANK, SSB, LOTT	49.0	37.1	45
43	ANGELINA SAVINGS BANK, FSB, LUFKIN	46.0	42.2	41
44	BANK OF LAS COLINAS, IRVING	37.5	24.6	47
45	FIRST FEDERAL BANK LITTLEFIELD, TX ssb	37.2	38.4	44
46	LIBERTAD BANK, SSB, AUSTIN	33.0	35.7	46
47	BANK OF FORT BEND, SUGAR LAND	26.1	19.7	50
48	COLORADO VALLEY BANK, ssb, LA GRANGE	21.8	20.7	49

**2009 ACTIVITY FOR
STATE INSTITUTIONS IN TEXAS**

STATE SAVINGS BANK BRANCH OFFICES APPROVED

The Bank & Trust, ssb, Del Rio Branch office at: 1716 Briarcrest Drive, Suite 400, Bryan	02/10/2009
The Bank & Trust, ssb, Del Rio Branch office at: 1712 Briarcrest Drive, Bryan	02/24/2009
Third Coast Bank, SSB, Humble Branch office at: 229 Dowlen Road, Suite #C, Beaumont	03/26/2009
The Bank & Trust, ssb, Del Rio Branch office at: 2305 Texas Avenue South, College Station	05/04/2009
Providence Bank of Texas, SSB, Southlake Branch powers for courier in these counties: Dallas, Tarrant, Collin, and Denton	05/21/2009
The Bank & Trust, ssb, Del Rio Branch office at: 400 Highway 21 East, Bryan	06/09/2009
Spirit of Texas Bank, SSB, College Station Branch office at: 720 North Post Oak Road, Houston	09/16/2009

CHANGE OF CONTROL OF A STATE SAVINGS BANK

Pioneer Bank, SSB, Dripping Springs By: Mr. Whit Hanks	04/16/2009
Synergy Bank, SSB, McKinney By: Mr. James Edward Baxter, II	09/11/2009

**SALE OF BRANCH OFFICES FROM A STATE SAVINGS BANK TO A STATE SAVINGS
BANK**

Third Coast Bank, SSB, Humble Sale of Branch offices to: Spirit of Texas Bank, SSB, College Station 4151 Southwest Freeway, Suite 130, Houston 1010 Bay Area Blvd., Houston	09/24/2009
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**SALE OF BRANCH OFFICES FROM A STATE SAVINGS BANK TO A STATE
COMMERCIAL BANK**

The Bank & Trust, ssb, Del Rio

12/10/2009

Sale of Branch offices to: Texas Enterprise Bank, College Station

1716 Briarcrest Drive, Suite 400, Bryan

1712 Briarcrest Drive, Bryan

2305 Texas Avenue South, College Station

3400 Highway 21 East, Bryan

HOME OFFICE BY CITY

ARLINGTON	Southwest Securities, FSB
AUSTIN	Horizon Bank, SSB Libertad Bank, SSB
BEDFORD	Affiliated Bank
BREMOND	First Star Bank – Bremond, SSB
CENTER	Shelby Savings Bank, SSB
COLLEGE STATION	Spirit of Texas Bank, SSB
CROWLEY	Texas Exchange Bank, SSB
CUERO	TrustTexas Bank, ssb
DALHART	Dalhart Federal Savings and Loan Association
DALLAS	Equity Bank, SSB NexBank, SSB
DEL RIO	The Bank & Trust, S.S.B.
DRIPPING SPRINGS	Pioneer Bank, SSB
EL PASO	Capital Bank, s.s.b.
FORT WORTH	Colonial Savings, F.A. First Command Bank OmniAmerican Bank
GRAHAM	Graham Savings and Loan Association, FA
HENDERSON	Henderson Federal Savings Bank
HOUSTON	Integrity Bank SSB Oasis Bank SSB Preferred Bank
HUMBLE	Third Coast Bank, ssb
IRVING	Bank of Las Colinas
LA GRANGE	Colorado Valley Bank ssb Fayette Savings Bank, ssb
LAKEWAY	Independent Bank of Austin, SSB

LITTLEFIELD	First Federal Bank Littlefield Texas ssb
LOTT	Texas Star Bank, S.S.B.
LUFKIN	Angelina Savings Bank, FSB
MCKINNEY	Synergy Bank, SSB
MINEOLA	Mineola Community Bank, SSB
MOULTON	Lone Star Bank, S.S.B.
ORANGE	Orange Savings Bank, ssb
PARIS	First Federal Community Bank
PERRYTON	Interstate Bank, ssb
PITTSBURG	Cypress Bank, FSB
PLANO	Beal Bank, SSB Share Plus Federal Bank ViewPoint Bank
SAN ANTONIO	USAA Federal Savings Bank
SNYDER	Texas Savings Bank, ssb
SOUTHLAKE	Providence Bank of Texas, SSB
SUGAR LAND	Bank of Fort Bend Founders Bank, SSB
THE WOODLANDS	Woodforest Bank
TYLER	First Federal Bank Texas

INDEX OF INSTITUTIONS

Affiliated Bank, FSB	Bedford
Angelina Savings Bank, FSB	Lufkin
Bank of Fort Bend	Sugar Land
Bank of Las Colinas	Irving
Beal Bank, SSB	Plano
Capital Bank, ssb	El Paso
Colonial Savings, F. A.	Fort Worth
Colorado Valley Bank ssb	La Grange
Cypress Bank, FSB	Pittsburg
Dalhart Federal S&L Association	Dalhart
Equity Bank, SSB	Dallas
Fayette Savings Bank, ssb	La Grange
First Command Bank	Fort Worth
First Federal Bank Littlefield, Texas ssb	Littlefield
First Federal Bank Texas	Tyler
First Federal Community Bank	Paris
First Star Bank – Bremond, SSB	Bremond
Founders Bank, SSB	Sugar Land
Graham Savings & Loan, FA	Graham
Henderson Federal Savings Bank	Henderson
Horizon Bank, SSB	Austin
Independent Bank of Austin, ssb	Lakeway
Integrity Bank SSB	Houston
Interstate Bank, ssb	Perryton
Libertad Bank, SSB	Austin
Lone Star Bank, SSB	Moulton
Mineola Community Bank, S.S.B.	Mineola
NexBank, SSB	Dallas
Oasis Bank, ssb	Houston
OmniAmerican Bank	Fort Worth
Orange Savings Bank, ssb	Orange
Pioneer Bank, SSB	Dripping Springs
Preferred Bank	Houston
Providence Bank of Texas, SSB	Southlake
Share Plus Federal Bank	Plano
Shelby Savings Bank, SSB	Center

INDEX OF INSTITUTIONS
(continued)

Southwest Securities, FSB
Spirit of Texas Bank, ssb
Synergy Bank, SSB
Texas Exchange Bank, SSB
Texas Savings Bank, ssb
Texas Star Bank, SSB
The Bank & Trust, S.S.B.
Third Coast Bank ssb
TrustTexas Bank, SSB
USAA Federal Savings Bank
ViewPoint Bank
Woodforest Bank, fsb

Arlington
College Station
McKinney
Crowley
Snyder
Lott
Del Rio
Humble
Cuero
San Antonio
Plano
The Woodlands

Austin, TX

Savings Bank	Horizon Bank	Charter Date	1/1/1905
Street Address	600 Congress Ave, Ste 400, Austin, TX	ZIP Code	78701
E-Mail	james.dyess@horizonbanktexas.com	Website:	www.horizonbanktexas.com
Phone No.	512-637-5730	FAX No.	512-637-5735
Mailing Address	PO Box 685133	ZIP Code	78768
City	Austin	State	TX
Other Officers	Jeff O'Jibway, Jim Cone, Gregg Bennett, Jim Cooper, Guy Perry		

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 19,038,000
Securities and Investments	02	10,736,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	943,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	9,733,000
Federal Funds Sold	05	1,133,000
Other Loans	06	134,042,000
Real Estate Owned	07	42,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,879,000
Investments in Subsidiary Corporations	10	147,000
Goodwill	11	1,787,000
Other Assets and Deferred Charges	12	1,601,000
TOTAL ASSETS	13	\$ 181,081,000

LIABILITIES

Deposit Accounts	14	147,739,000
Advances from Federal Home Loan Bank of Dallas	15	16,000,000
Other Borrowed Money	16	
Other Liabilities	17	321,000
TOTAL LIABILITIES	18	\$ 164,060,000

EQUITY CAPITAL

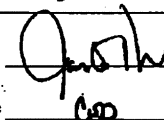
Preferred Stock	19	0
Common Stock	20	50,000
Paid-in Surplus	21	13,423,000
Other Capital Accounts	22	-141,000
Retained Earnings	23	3,689,000
TOTAL EQUITY CAPITAL	24	\$ 17,021,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 181,081,000

Board of Directors (Chairman designated by asterisk)

Jim Schneider*, James Dyess, Jeff O'Jibway, Jim Cone, Charlie Nichols, Doug Kadison, Jerry Smith

Certified to be true and correct by

Title



Austin

Savings Bank	Libertad Bank SSB	Charter Date	12/28/2005
Street Address	512 E. Riverside Dr. Suite 100	ZIP Code	78704 Date of Insurance 01/09/2006
E-Mail: ebeguin@libertadbank.com	Website: www.libertadbank.com		
Phone No.	512-693-3600	FAX No.	512-693-3614
Mailing Address	512 E. Riverside Dr. Suite 100	ZIP Code	78704
City	Austin	State	TX
Other Officers	Dwayne Kolly- COO, Roman Von Hapsburg-V.P., Ernesto Gonzalez-Operations Officer		

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 8,470,000
Securities and Investments	02	1,024,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	307,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	12,308,000
Federal Funds Sold	05	1,000,000
Other Loans	06	18,065,000
Real Estate Owned	07	594,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	57,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	383,000
TOTAL ASSETS	13	\$ 42,208,000

LIABILITIES

Deposit Accounts	14	33,017,000
Advances from Federal Home Loan Bank of Dallas	15	3,064,000
Other Borrowed Money	16	0
Other Liabilities	17	174,000
TOTAL LIABILITIES	18	\$ 36,255,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	1,407,000
Paid-in Surplus	21	9,933,000
Other Capital Accounts	22	44,000
Retained Earnings	23	-5,431,000
TOTAL EQUITY CAPITAL	24	\$ 5,953,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 42,208,000

Board of Directors (Chairman designated by asterisk)

*Bryan R. Bradford, Erik Beguin, Rudy Colmenero, Marvin Melson, David Quintanilla

Certified to be true and correct by



 Title Erik Beguin, President & CEO

Bedford

(City)

Savings Bank _____ Affiliated Bank _____ Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX _____ Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

	In Thousands
Cash on Hand and Other Deposits	01 \$ 5,076
Securities and Investments	02 8,619
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 0
Mortgage Loans (Includes Mortgage Backed Securities)	04 125,959
Federal Funds Sold	05 5,040
Other Loans	06 11,869
Real Estate Owned	07 2,163
Investment in Real Estate	08 0
Office Premises & Equipment, net	09 1,649
Investments in Subsidiary Corporations	10
Goodwill	11 16
Other Assets and Deferred Charges	12 4,234
TOTAL ASSETS	13 \$ 164,625

LIABILITIES

Deposit Accounts	14 149,089
Advances from Federal Home Loan Bank of Dallas	15
Other Borrowed Money	16 1,287
Other Liabilities	17 337
TOTAL LIABILITIES	18 \$ 150,713

EQUITY CAPITAL

Preferred Stock	19 0
Common Stock	20 3
Paid-in Surplus	21 6,287
Other Capital Accounts	22 0
Retained Earnings	23 7,622
TOTAL EQUITY CAPITAL	24 \$ 13,912
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ 164,625

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

BREMOND

(City)

Savings Bank	First Star Bank, SSB	Charter Date	7/8/2004
Street Address	109 S. Commerce	ZIP Code	76629 Date of Insurance 8/23/1935
E-Mail:	nkoch@fsbbremond.net	Website:	www.fsbbremond.com
Phone No.	254-746-7031	FAX No.	254-746-7426
Mailing Address	P O Box 7	No. Authorized Branches	3
City	Bremond	No. Operating Branches	3
Other Officers	Norman E. Koch-President/CEO; JoAnn Biezenski-Executive VP/Cashier; Gail Lott-Branch Manager; Michael L. Brewer-Branch Manager; Joe Scarpinato-Branch Manager; Charlie Avant, Sr.-Sr. VP/Ln. Prod. Officer; Jeffrey Davison-Ln. Prod. Officer		

STATEMENT OF CONDITION - DECEMBER 31, 2009**ASSETS**

Cash on Hand and Other Deposits	01	\$ 12,274,000
Securities and Investments	02	8,733,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	741,500
Mortgage Loans (Includes Mortgage Backed Securities)	04	97,751,000
Federal Funds Sold	05	3,500,000
Other Loans	06	57,653,000
Real Estate Owned	07	944,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	4,726,000
Investments in Subsidiary Corporations	10	9,000
Goodwill	11	0
Other Assets and Deferred Charges	12	2,245,500
TOTAL ASSETS	13	\$ 188,577,000

LIABILITIES

Deposit Accounts	14	161,229,000
Advances from Federal Home Loan Bank of Dallas	15	12,566,000
Other Borrowed Money	16	0
Other Liabilities	17	239,000
TOTAL LIABILITIES	18	\$ 174,034,000

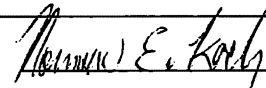
EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	300,000
Paid-in Surplus	21	4,706,000
Other Capital Accounts	22	176,000
Retained Earnings	23	9,361,000
TOTAL EQUITY CAPITAL	24	\$ 14,543,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 188,577,000

Board of Directors (Chairman designated by asterisk)

Paris R. Schindler *	Norman E. Koch	Dave Cunningham
Timothy R. Brown	JoAnn Biezenski	Cole Schindler
Tiffany Brown Jinks	Glen Brewer	Scott Schindler

Certified to be true and correct by



Title President/CEO

CENTER

(City)

Savings Bank	SHELBY SAVINGS BANK, SSB		Charter Date	04/01/94	
Street Address	111 SELMA STREET	ZIP Code	75935	Date of Insurance	7/26/1982
E-Mail	jacobs@shelbysavingsbank.com		Website:	www.shelbysavingsbank.com	
Phone No.	936-598-6123	FAX No.	936-590-4608	No. Authorized Branches	3
Mailing Address	P.O. BOX 1806	ZIP Code	75935	No. Operating Branches	3
City	CENTER	State	TX	Managing Officer	JOHN SNIDER
Other Officers	LYNN HARTT, EVP. WILL LUCAS, EVP.				

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 14,805
Securities and Investments	02	8,553
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,054
Mortgage Loans (Includes Mortgage Backed Securities)	04	112,066
Federal Funds Sold	05	0
Other Loans	06	68,351
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	4,837
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	5,953
TOTAL ASSETS	13	\$ 215,619

LIABILITIES

Deposit Accounts	14	173,586
Advances from Federal Home Loan Bank of Dallas	15	18,527
Other Borrowed Money	16	0
Other Liabilities	17	1,719
TOTAL LIABILITIES	18	\$ 193,832

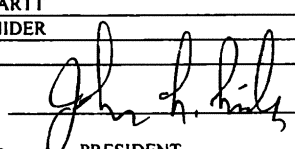
EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	732
Paid-in Surplus	21	4,398
Other Capital Accounts	22	300
Retained Earnings	23	16,357
TOTAL EQUITY CAPITAL	24	\$ 21,787
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 215,619

Board of Directors (Chairman designated by asterisk)

*JAMES CAMPBELL	DONALD MONROE	SAMMY DANCE
GAIL CUCULIC	FRED WULF	LYNN HARTT
RICK CAMPBELL	LISA MCADAMS	JOHN SNIDER
WILL LUCAS		

Certified to be true and correct by



Title PRESIDENT

COLLEGE STATION

(City)

Savings Bank	SPIRIT OF TEXAS BANK, ssb		Charter Date	11/14/2008 0:00
Street Address	625 University Drive East	ZIP Code	77840	Date of Insurance 11/17/2008
E-Mail:	ladams@spiritoftexasbank.com	Website:	www.spiritoftexasbank.com	
Phone No.	FAX No.	No. Authorized Branches	5	
Mailing Address	625 University Drive East	ZIP Code	77840	No. Operating Branches 5
City	College Station	State	TX	Managing Officer Dean O. Bass
Other Officers	David M. McGuire Thomas N. Adams			

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 31,444
Securities and Investments	02	322
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	256
Mortgage Loans (Includes Mortgage Backed Securities)	04	23,964
Federal Funds Sold	05	7,000
Other Loans	06	70,638
Real Estate Owned	07	424
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	4,622
Investments in Subsidiary Corporations	10	0
Goodwill	11	2,157
Other Assets and Deferred Charges	12	3,514
TOTAL ASSETS	13	\$ 144,341

LIABILITIES

Deposit Accounts	14	123,533
Advances from Federal Home Loan Bank of Dallas	15	0
Other Borrowed Money	16	0
Other Liabilities	17	988
TOTAL LIABILITIES	18	\$ 124,521

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	240
Paid-in Surplus	21	21,246
Other Capital Accounts	22	1
Retained Earnings	23	-1,667
TOTAL EQUITY CAPITAL	24	\$ 19,820
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 144,341

Board of Directors (Chairman designated by asterisk)

Dean O. Bass*, David M. McGuire, Thomas Jones, Steve Morris, Guy Lewis, Steve Krablin, Akash Patel, Andrew Segal,
Ramachandra Malya, Nilkanth Patel, and H.D. Patel.

Certified to be true and correct by



Title Exec V.P. & CFO

Crowley

Savings Bank	Texas Exchange Bank SSB		Charter Date	9/15/2008 0:00	
Street Address	One Crowley Plaza	ZIP Code	76036	Date of Insurance	9/15/2008
E-Mail:	sbrewer@texbank.com	Website:	www.texbank.com		
Phone No.	817-287-4331	FAX No.	817-297-4330	No. Authorized Branches	0
Mailing Address	P. O. Box 605	ZIP Code	76036	No. Operating Branches	0
City	Crowley	State	TX	Managing Officer	Mike Palmer, CEO
Other Officers	Greffrey Raynor, CIO; Jerry Pace				

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 5,166
Securities and Investments	02	14,016
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	32
Mortgage Loans (Includes Mortgage Backed Securities)	04	19,951
Federal Funds Sold	05	0
Other Loans	06	20,743
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,329
Investments in Subsidiary Corporations	10	0
Goodwill	11	803
Other Assets and Deferred Charges	12	4,002
TOTAL ASSETS	13	\$ 66,042

LIABILITIES

Deposit Accounts	14	\$1,376
Advances from Federal Home Loan Bank of Dallas	15	0
Other Borrowed Money	16	0
Other Liabilities	17	224
TOTAL LIABILITIES	18	\$ 51,600

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	325
Paid-in Surplus	21	16,346
Other Capital Accounts	22	222
Retained Earnings	23	-2,451
TOTAL EQUITY CAPITAL	24	\$ 14,442
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 66,042

Board of Directors (Chairman designated by asterisk)

Robert Rea*

Mike Palmer

David Pope

Casey Sullivan

Gil Libling

Jerry Pace

Certified to be true and correct by



Title Senior Vice President/Cashier

Cuero

Savings Bank	TrustTexas Bank, SSB	Charter Date	02/10/1998
Street Address	121 E. Courthouse St.	ZIP Code	77954 Date of Insurance
E-Mail	paninfo@TrustTexasBank.com	Website:	www.TrustTexasBank.com
Phone No.	361-275-2345	FAX No.	361-277-6146
Mailing Address	P. O. Box 808	No. Authorized Branches	4
City	Cuero	No. Operating Branches	4
State	TX	Managing Officer	John D. Howard, President / CEO
Other Officers	Sara Teague, EVP; Bryan Haun, EVP; Michael Warzecha, EVP; Shay Iaconopelli, EVP; Susan Frels, SVP; Lori Goldman, SVP; Cheryl Bramlette, SVP; MLiss Moore, VP; Christie Cornel, VP; Genevia Hahn, VP; Jennifer Crockett, VP; Kristie Ticken, VP; Larry Lahodny, VP; Linda Arguellez, VP; Mary Villanueva, VP		

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 18,403,659
Securities and Investments	02	17,779,749
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	463,600
Mortgage Loans (Includes Mortgage Backed Securities)	04	92,378,989
Federal Funds Sold	05	0
Other Loans	06	22,829,141
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	5,416,464
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	1,999,613
TOTAL ASSETS	13	\$ 159,271,215

LIABILITIES

Deposit Accounts	14	130,286,265
Advances from Federal Home Loan Bank of Dallas	15	2,996,426
Other Borrowed Money	16	0
Other Liabilities	17	680,099
TOTAL LIABILITIES	18	\$ 133,962,790

EQUITY CAPITAL

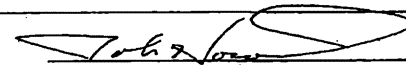
Preferred Stock	19	0
Common Stock	20	100
Paid-in Surplus	21	24,107,505
Other Capital Accounts	22	946
Retained Earnings	23	1,199,874
TOTAL EQUITY CAPITAL	24	\$ 25,308,425
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 159,271,215

Board of Directors (Chairman designated by asterisk)

E. T. Summers, Jr. (*), Kenneth Stimson, Michael Weber, Barry Wineinger, Greg Gossett, Ray Reese

W. E. Howard (Advisory)

Certified to be true and correct by



Title President / CEO

Dalhart

(City)

Savings Bank Dalhart Federal Savings and Loan Association Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 3,449
Securities and Investments	02	34,941
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	56,670
Federal Funds Sold	05	22
Other Loans	06	2,896
Real Estate Owned	07	-2
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,169
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	4,949
TOTAL ASSETS	13	\$ 104,094

LIABILITIES

Deposit Accounts	14	66,194
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	28,311
Other Liabilities	17	1,174
TOTAL LIABILITIES	18	\$ 95,679

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	1
Paid-in Surplus	21	8,181
Other Capital Accounts	22	0
Retained Earnings	23	233
TOTAL EQUITY CAPITAL	24	\$ 8,415
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 104,094

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Dallas

Savings Bank	Equity Bank, SSB		Charter Date	July 23, 2004
Street Address	5220 Spring Valley Road, Suite 415		ZIP Code	75254
E-Mail:	bflowler@theequitybank.com	Website:	www.theequitybank.com	
Phone No.	214-237-3170	FAX No.	214-237-3197	No. Authorized Branches
Mailing Address	Same as above		ZIP Code	No. Operating Branches
City	Dallas	State	TX	Managing Officer
Other Officers	Jeff Crawford, EVP and CFO		Clark Enright, EVP	
	Gail Lehmann, COO and EVP			
	Mary Jo Davis, SVP and Controller			

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 16,493,000
Securities and Investments	02	1,125,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	207,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	202,260,000
Federal Funds Sold	05	1,765,000
Other Loans	06	8,271,000
Real Estate Owned	07	7,018,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	448,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	4,916,000
TOTAL ASSETS	13	\$ 242,503,000

LIABILITIES

Deposit Accounts	14	217,386,000
Advances from Federal Home Loan Bank of Dallas	15	0
Other Borrowed Money	16	0
Other Liabilities	17	1,188,000
TOTAL LIABILITIES	18	\$ 218,574,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	750,000
Paid-in Surplus	21	24,071,000
Other Capital Accounts	22	345,000
Retained Earnings	23	-1,237,000
TOTAL EQUITY CAPITAL	24	\$ 23,929,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 242,503,000

Board of Directors (Chairman designated by asterisk)

Charles K. Slatery *

Paul D. Cohen

R. Bryce Fowler

Will Thompson

Keith Johnson

Certified to be true and correct by



Title Chief Executive Officer and President

Dallas

Savings Bank	NexBank, SSB	Charter Date	8/25/2005
Street Address	13455 Noel Road Suite 2220	ZIP Code	75240 Date of Insurance
E-Mail	Mike.Rossi@NexBank.com	Website:	www.nexbank.com
Phone No.	972-934-4700	FAX No.	972-934-4785
Mailing Address	13455 Noel Road Suite 2220	ZIP Code	75240
City	Dallas	State	TX
Other Officers:	Mike Rossi, Matt Beshears, Spencer Houston, John Ory		

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 144,019,000
Securities and Investments	02	
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	3,228,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	277,758,000
Federal Funds Sold	05	
Other Loans	06	167,029,000
Real Estate Owned	07	14,876,000
Investment in Real Estate	08	
Office Premises & Equipment, net	09	3,031,000
Investments in Subsidiary Corporations	10	1,484,000
Goodwill	11	750,000
Other Assets and Deferred Charges	12	82,000
TOTAL ASSETS	13	\$ 612,257,000

LIABILITIES

Deposit Accounts	14	482,748,000
Advances from Federal Home Loan Bank of Dallas	15	55,000,000
Other Borrowed Money	16	0
Other Liabilities	17	6,227,000
TOTAL LIABILITIES	18	\$ 543,975,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	
Paid-in Surplus	21	51,249,000
Other Capital Accounts	22	2,619,000
Retained Earnings	23	14,414,000
TOTAL EQUITY CAPITAL	24	\$ 68,282,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 612,257,000

Board of Directors (Chairman designated by asterisk)

*Davis Deadman Mark Okada

James Dondero Switzer Deason

Todd Travers

Jon Patterson

Certified to be true and correct by


 Title CFO

Dallas

(City)

Savings Bank Southwest Securities, FSB Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 18,764
Securities and Investments	02	6,251
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	1,346,467
Federal Funds Sold	05	29,201
Other Loans	06	149,022
Real Estate Owned	07	36,084
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	12,410
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	34,288
TOTAL ASSETS	13	\$ 1,632,487

LIABILITIES

Deposit Accounts	14	1,350,208
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	112,965
Other Liabilities	17	5,326
TOTAL LIABILITIES	18	\$ 1,468,499

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	2,400
Paid-in Surplus	21	69,056
Other Capital Accounts	22	
Retained Earnings	23	92,532
TOTAL EQUITY CAPITAL	24	\$ 163,988
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 1,632,487

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

(City)

Savings Bank	The Bank and Trust, s.s.b.		Charter Date	10/20/1998	
Street Address	1200 Veterans Blvd	ZIP Code	78840	Date of Insurance	7/1/1934
E-Mail	Website: www.thebankandtrust.com				
Phone No.	830.774.2555	FAX No.	830.768.0639	No. Authorized Branches	7
Mailing Address	P O Box 4010	ZIP Code	78841	No. Operating Branches	7
City	Del Rio	State	TX	Managing Officer	R S Cauthorn
Other Officers	Jerry E. Simpton - Del Rio Branch President, Elizabeth Lynn McCarson, Brackettville Branch President, Brady M. Johnson - Sonora/San Angelo Regional President				

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	36,334
Securities and Investments	02	134,742
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,898
Mortgage Loans (Includes Mortgage Backed Securities)	04	80,318
Federal Funds Sold	05	0
Other Loans	06	95,230
Real Estate Owned	07	232
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	11,626
Investments in Subsidiary Corporations	10	0
Goodwill	11	2,473
Other Assets and Deferred Charges	12	12,589
TOTAL ASSETS	13	375,442

LIABILITIES

Deposit Accounts	14	299,610
Advances from Federal Home Loan Bank of Dallas	15	35,000
Other Borrowed Money	16	0
Other Liabilities	17	4,294
TOTAL LIABILITIES	18	338,904

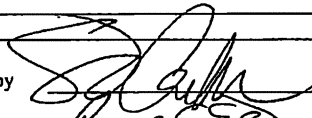
EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	2,990
Paid-in Surplus	21	19,010
Other Capital Accounts	22	4,042
Retained Earnings	23	10,496
TOTAL EQUITY CAPITAL	24	\$ 36,538
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 375,442

Board of Directors (Chairman designated by asterisk)

R S Cauthorn*, Brady M Johnson, Janice S Larkan, Jerry E Simpton, Rolando Berain, Justin Burk, Letty Elder
Henry Fuentes, Henry Gomez, Joseph Kilman, Don P Newton, Jonella Pride, Lonnie Ricks, Reynaldo Sanchez,
Jay Taylor, John Tedford, David Wallace

Certified to be true and correct by



Title

R S Cauthorn

Dripping Springs
(City)

Savings Bank	<u>Pioneer Bank, SSB</u>	Charter Date	<u>5/14/2007 0:00</u>
Street Address	<u>100 Creek Road</u>	ZIP Code	<u>78620</u> Date of Insurance <u>5/17/2007</u>
E-Mail:	<u>jeff@pioneerbanktexas.com</u>	Website:	<u>www.pioneerbanktexas.com</u>
Phone No.	<u>512-894-0262</u>	FAX No.	<u>512-894-0176</u>
No. Authorized Branches	<u>0</u>		
Mailing Address	<u>PO Box 4</u>	ZIP Code	<u>78620</u> No. Operating Branches <u>0</u>
City	<u>Dripping Springs</u>	State	<u>TX</u> Managing Officer <u>Jeff Wilkinson, President/CEO</u>
Other Officers	<u>Gary Cooper, EVP/CFO</u>	<u>Erin Needham, SVP</u>	<u>Joe Dayoc, SVP</u> <u>Brian May, VP</u>
	<u>Tammi Carter-Granger, VP</u>	<u>Lance Spruiell, VP</u>	<u>Russ Heubner, AVP</u> <u>Tony Mathis, AVP</u>

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 3,415,000
Securities and Investments	02	3,412,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	148,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	24,138,000
Federal Funds Sold	05	3,300,000
Other Loans	06	32,596,000
Real Estate Owned	07	487,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	3,852,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	1,134,000
TOTAL ASSETS	13	\$ 72,482,000

LIABILITIES

Deposit Accounts	14	60,957,000
Advances from Federal Home Loan Bank of Dallas	15	0
Other Borrowed Money	16	0
Other Liabilities	17	251,000
TOTAL LIABILITIES	18	\$ 61,208,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	1,136,000
Paid-in Surplus	21	10,848,000
Other Capital Accounts	22	117,000
Retained Earnings	23	-827,000
TOTAL EQUITY CAPITAL	24	\$ 11,274,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 72,482,000

Board of Directors (Chairman designated by asterisk)

*Whit Hanks	Jack Seifrick
Jeff Wilkinson	Isabella Cunningham
Mike Figer	Craig Koening

Certified to be true and correct by Jeffrey A. Wilkinson

Title President, CEO

(City)

Savings Bank	<u>Capital Bank, SSB</u>	Charter Date	<u>10/18/1999</u>
Street Address	<u>8700 Montana Avenue</u>	ZIP Code	<u>79925</u> Date of Insurance <u>10/25/1999</u>
E-Mail:	Website: <u>www.capitalbankelpaso.com</u>		
Phone No.	<u>915-779-8700</u>	FAX No.	<u>915-779-1390</u> No. Authorized Branches <u>1</u>
Mailing Address	<u>8700 Montana Avenue</u>	ZIP Code	<u>79925</u> No. Operating Branches <u>1</u>
City	<u>El Paso</u>	State	<u>TX</u> Managing Officer <u>Rodrigo Flores</u>
Other Officers	<u>Barton Oglesby, Daniel Salazar, Carlos Murguia, Melanie Santiago, George Avara, Luis Terrazas, Jay Tolbert, Maribel Medina, Daniel Pichardo, Luis Boneo, Mary Jaime, Yadira Hinojos</u>		

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 10,545,000
Securities and Investments	02	13,996,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,770,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	26,522,000
Federal Funds Sold	05	0
Other Loans	06	50,735,000
Real Estate Owned	07	3,394,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	2,613,000
Investments in Subsidiary Corporations	10	100,000
Goodwill	11	0
Other Assets and Deferred Charges	12	725,000
TOTAL ASSETS	13	\$ 110,400,000

LIABILITIES

Deposit Accounts	14	69,048,000
Advances from Federal Home Loan Bank of Dallas	15	33,482,000
Other Borrowed Money	16	0
Other Liabilities	17	468,000
TOTAL LIABILITIES	18	\$ 102,998,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	3,550,000
Paid-in Surplus	21	5,800,000
Other Capital Accounts	22	70,000
Retained Earnings	23	-2,018,000
TOTAL EQUITY CAPITAL	24	\$ 7,402,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 110,400,000

Board of Directors (Chairman designated by asterisk)

*Antonio Ghiselli, Richard Aguilar, Moshe (Mike) Yardeni, H. Clarke Harvey, Richard Dempsey, Rodrigo Flores

Certified to be true and correct by



Title President & CEO

Ft. Worth

(City)

Savings Bank Colonial Savings, F. A. Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 83,588
Securities and Investments	02	77,328
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	585,401
Federal Funds Sold	05	25,657
Other Loans	06	11,016
Real Estate Owned	07	5,257
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	6,533
Investments in Subsidiary Corporations	10	
Goodwill	11	103,661
Other Assets and Deferred Charges	12	66,441
TOTAL ASSETS	13	\$ 964,882

LIABILITIES

Deposit Accounts	14	626,872
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	168,000
Other Liabilities	17	65,600
TOTAL LIABILITIES	18	\$ 860,472

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	1,169
Paid-in Surplus	21	17,781
Other Capital Accounts	22	
Retained Earnings	23	85,460
TOTAL EQUITY CAPITAL	24	\$ 104,410
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 964,882

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Ft. Worth

(City)

Savings Bank First Command Bank Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 9,913
Securities and Investments	02	329,855
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	14,175
Federal Funds Sold	05	0
Other Loans	06	249,559
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,025
Investments in Subsidiary Corporations	10	
Goodwill	11	0
Other Assets and Deferred Charges	12	11,031
TOTAL ASSETS	13	\$ 615,558

LIABILITIES

Deposit Accounts	14	552,848
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	8,300
Other Liabilities	17	4,663
TOTAL LIABILITIES	18	\$ 565,811

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	100
Paid-in Surplus	21	9,900
Other Capital Accounts	22	
Retained Earnings	23	39,747
TOTAL EQUITY CAPITAL	24	\$ 49,747
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 615,558

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Ft. Worth

(City)

Savings Bank OmniAmerican Bank Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 16,146
Securities and Investments	02	210,421
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	419,242
Federal Funds Sold	05	124,035
Other Loans	06	279,125
Real Estate Owned	07	6,762
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	50,951
Investments in Subsidiary Corporations	10	
Goodwill	11	1,168
Other Assets and Deferred Charges	12	26,114
TOTAL ASSETS	13	\$ 1,133,964

LIABILITIES

Deposit Accounts	14	911,771
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	124,400
Other Liabilities	17	6,637
TOTAL LIABILITIES	18	\$ 1,042,808

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	0
Paid-in Surplus	21	0
Other Capital Accounts	22	
Retained Earnings	23	91,156
TOTAL EQUITY CAPITAL	24	\$ 91,156
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 1,133,964

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Graham

(City)

Savings Bank Graham Savings and Loan Association, FA Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 8,980
Securities and Investments	02	8,471
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	99,661
Federal Funds Sold	05	0
Other Loans	06	3,213
Real Estate Owned	07	1,140
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,003
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	2,195
TOTAL ASSETS	13	\$ 124,663

LIABILITIES

Deposit Accounts	14	92,522
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	20,700
Other Liabilities	17	519
TOTAL LIABILITIES	18	\$ 113,741

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	254
Paid-in Surplus	21	1,939
Other Capital Accounts	22	0
Retained Earnings	23	8,729
TOTAL EQUITY CAPITAL	24	\$ 10,922
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 124,663

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Henderson

(City)

Savings Bank Henderson Federal Savings Bank Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 1,915
Securities and Investments	02	17,269
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	67,946
Federal Funds Sold	05	0
Other Loans	06	6,276
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,509
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	1,499
TOTAL ASSETS	13	\$ 96,414

LIABILITIES

Deposit Accounts	14	74,239
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	7,518
Other Liabilities	17	660
TOTAL LIABILITIES	18	\$ 82,417

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	0
Paid-in Surplus	21	0
Other Capital Accounts	22	0
Retained Earnings	23	13,997
TOTAL EQUITY CAPITAL	24	\$ 13,997
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 96,414

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Houston
(City)

Savings Bank	<u>Integrity Bank SSB</u>	Charter Date	<u>11/19/2007</u>
Street Address	<u>4040 Washington Ave.</u>	ZIP Code	<u>77007</u> Date of Insurance <u>Nov-07</u>
E-Mail:	<u>mmcelray@lbanktx.com</u>	Website:	<u>www.lbanktx.com</u>
Phone No.	<u>713-335-8700</u> FAX No. <u>713-335-8741</u>	No. Authorized Branches	<u>1</u>
Mailing Address	<u>4040 Washington Ave.</u>	ZIP Cod	<u>77007</u> No. Operating Branches <u>1</u>
City	<u>Houston</u>	State	<u>TX</u> Managing Officer <u>Charles M. Neff, Jr.</u>
Other Officers	<u>James M. McElray, Charlie B. Phillips, Robert F. Jenkins, Hazem A. Ahmed, Diane E. Barnes</u>		
	<u>Cheryl M. Murphy, Phillip G. Montgomery, Jerry Tamopol, James E. Smith</u>		

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$13,059,000
Securities and Investments	02	685,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	73,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	19,699,000
Federal Funds Sold	05	2,620,000
Other Loans	06	128,132,000
Real Estate Owned	07	1,372,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,992,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	1,617,000
TOTAL ASSETS	13	\$169,249,000

LIABILITIES

Deposit Accounts	14	141,298,000
Advances from Federal Home Loan Bank of Dallas	15	0
Other Borrowed Money	16	0
Other Liabilities	17	607,000
TOTAL LIABILITIES	18	\$141,905,000

EQUITY CAPITAL


Preferred Stock	19	0
Common Stock	20	24,220,000
Paid-in Surplus	21	6,611,000
Other Capital Accounts	22	23,000
Retained Earnings	23	-3,510,000
TOTAL EQUITY CAPITAL	24	\$27,344,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$169,249,000

Board of Directors (Chairman designated by asterisk)

George J. Kacal*, Charles M. Neff, Jr., James M. McElray, Carol S. Chiu, J. Troy MaxwellRobert L. Gerry III, Fred C. Leonard III, Dr. Charles Popeney, Dewey A. Stringer III, Albert L. Reese, Jr.Vican Tan Sun, Jeffrey K. Van Wart, Kyle A. Frazier

Certified to be true and correct by

Title



 PRESIDENT * CEO

Houston, Texas

Savings Bank	Oasis Bank SSB	Charter Date	05/01/2007		
Street Address	1800 West Loop South Suite 1325	ZIP Code	77027 Date of Insurance	05/10/2007	
E-Mail:	cdemny@bankoasis.com	Website:	www.bankoasis.com		
Phone No.	713-622-9000	FAX No.	713-622-5757	No. Authorized Branches	1
Mailing Address	P. O. Box 27329	ZIP Code	77227	No. Operating Branches	1
City	Houston	State	TX	Managing Officer	Charles Ferdin-Acting President
Other Officers	Charles Demmy VP, Jessica Riffe VP, Sandra Garcia VP, Claudia Gutierrez AVP, Fernando Vidal AVP, John Sexton CEO				

STATEMENT OF CONDITION - DECEMBER 31, 2009**ASSETS**

Cash on Hand and Other Deposits	01	\$ 3,508,000
Securities and Investments	02	500,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	156,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	28,472,000
Federal Funds Sold	05	11,850,000
Other Loans	06	21,695,000
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	272,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	450,000
Other Assets and Deferred Charges	12	483,000
TOTAL ASSETS	13	\$ 67,386,000

LIABILITIES

Deposit Accounts	14	54,737,000
Advances from Federal Home Loan Bank of Dallas	15	3,290,000
Other Borrowed Money	16	0
Other Liabilities	17	132,000
TOTAL LIABILITIES	18	\$ 58,159,000

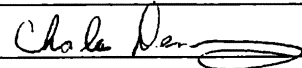
EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	1,341,000
Paid-in Surplus	21	12,199,000
Other Capital Accounts	22	0
Retained Earnings	23	-4,313,000
TOTAL EQUITY CAPITAL	24	\$ 9,227,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 67,386,000

Board of Directors (Chairman designated by asterisk)

A. J. Rincon*, John Sexton, Charles Ferdin, Antonio Zungia, Alan Yasko, Scott Shields, Joel Spira

Certified to be true and correct by


Title VIC PRESIDENT

Houston

(City)

Savings Bank	Preferred Bank	Charter Date
Street Address	ZIP Code	Date of Insurance
E-Mail	Website:	
Phone No.	FAX No.	No. Authorized Branches
Mailing Address	ZIP Code	No. Operating Branches
City	State TX	Managing Officer
Other Officers		

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 20,646
Securities and Investments	02	48,308
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	108,431
Federal Funds Sold	05	0
Other Loans	06	9,973
Real Estate Owned	07	938
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	983
Investments in Subsidiary Corporations	10	
Goodwill	11	0
Other Assets and Deferred Charges	12	6,178
TOTAL ASSETS	13	\$ 195,457

LIABILITIES

Deposit Accounts	14	169,971
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	0
Other Liabilities	17	310
TOTAL LIABILITIES	18	\$ 170,281

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	1,615
Paid-in Surplus	21	13,365
Other Capital Accounts	22	0
Retained Earnings	23	10,196
TOTAL EQUITY CAPITAL	24	\$ 25,176
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 195,457

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Humble
(City)

Savings Bank	Third Coast Bank SSB	Charter Date	2/25/2008
Street Address	20202 Hwy 59 North Suite 190	ZIP Code	77338 Date of Insurance 02/25/2008
E-Mail	gdove@thirdcoastbanksb.com	Website:	www.thirdcoastbanksb.com
Phone No.	281-446-7000	FAX No.	281-446-7095
Mailing Address	P O Box 3871	ZIP Code	77347
City	Humble	State	TX
Other Officers	David Doyle, CFO	Managing Officer	Bart Caraway, CEO Wilton White, President

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 25,712,000
Securities and Investments	02	0
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	50,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	7,859,000
Federal Funds Sold	05	7,484,000
Other Loans	06	109,223,000
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	887,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	2,100,000
TOTAL ASSETS	13	\$ 153,315,000

LIABILITIES

Deposit Accounts	14	139,306,000
Advances from Federal Home Loan Bank of Dallas	15	0
Other Borrowed Money	16	0
Other Liabilities	17	499,000
TOTAL LIABILITIES	18	\$ 139,805,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	1,736,000
Paid-in Surplus	21	15,442,000
Other Capital Accounts	22	0
Retained Earnings	23	-3,668,000
TOTAL EQUITY CAPITAL	24	\$ 13,510,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 153,315,000

Board of Directors (Chairman designated by asterisk)

*Bart Caraway	Tom Wells
Wilton White	Joe Stunja
Martin Basaldua, MD	Tony LaBove III
Troy Glander	

Certified to be true and correct by


 Title Chief Executive Officer

Irving

(City)

Savings Bank Bank of Las Colinas Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 8,175
Securities and Investments	02	0
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	21,759
Federal Funds Sold	05	0
Other Loans	06	12,235
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	418
Investments in Subsidiary Corporations	10	0
Goodwill	11	21
Other Assets and Deferred Charges	12	395
TOTAL ASSETS	13	\$ 43,003

LIABILITIES

Deposit Accounts	14	37,464
Advances from Federal Home Loan Bank of Dallas	15	0
Other Borrowed Money	16	0
Other Liabilities	17	78
TOTAL LIABILITIES	18	\$ 37,542

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	4,000
Paid-in Surplus	21	4,000
Other Capital Accounts	22	0
Retained Earnings	23	-2,539
TOTAL EQUITY CAPITAL	24	\$ 5,461
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 43,003

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

La Grange, Texas

(City)

Savings Bank	<u>Colorado Valley Bank ssb</u>	Charter Date	<u>12/28/2007 0:00</u>
Street Address	<u>143 N. Main</u>	ZIP Code	<u>78945</u> Date of Insurance
E-Mail:	<u>gvb@cvb.com</u>	Website:	<u>coloradovalleynb.com</u>
Phone No.	<u>979-968-9556</u>	FAX No.	<u>979-968-5197</u>
		No. Authorized Branches	<u>1</u>
Mailing Address	<u>P.O. Box 796</u>	ZIP Code	<u>78945</u>
		No. Operating Branches	<u>1</u>
City	<u>La Grange</u>	State	<u>TX</u>
Other Officers		Managing Officer	<u>Joe A. Mihatsch, Jr.</u>

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 1,134,000
Securities and Investments	02	
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	144,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	13,506,000
Federal Funds Sold	05	5,725,000
Other Loans	06	3,765,000
Real Estate Owned	07	
Investment in Real Estate	08	
Office Premises & Equipment, net	09	1,930,000
Investments in Subsidiary Corporations	10	
Goodwill	11	
Other Assets and Deferred Charges	12	306,000
TOTAL ASSETS	13	\$ 26,510,000

LIABILITIES

Deposit Accounts	14	21,840,000
Advances from Federal Home Loan Bank of Dallas	15	2,500,000
Other Borrowed Money	16	
Other Liabilities	17	103,000
TOTAL LIABILITIES	18	\$ 24,443,000

EQUITY CAPITAL

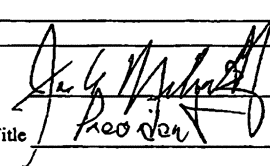
Preferred Stock	19	0
Common Stock	20	825,000
Paid-in Surplus	21	2,025,000
Other Capital Accounts	22	
Retained Earnings	23	-784,000
TOTAL EQUITY CAPITAL	24	\$ 2,066,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 26,509,000

Board of Directors (Chairman designated by asterisk)

Warren A. Armstrong*	Leerie R. Giese	James E. Zapalac
Fritz E. Finke	Joe A. Mihatsch, Jr.	William M. McBroom, M.D.

Certified to be true and correct by

Title



La Grange
(City)

Savings Bank Fayette Savings Bank, ssb Charter Date 7/21/1998
 Street Address 111 E Travis ZIP Code 78945 Date of Insurance 8/29/1978
 E-Mail: _____ Website: www.fayettesavings.com
 Phone No. (979)968-9511 FAX No. (979)968-9341 No. Authorized Branches 3
 Mailing Address PO Box M ZIP Code 78945 No. Operating Branches 3
 City La Grange State TX Managing Officer David J Zapalac, President
 Other Officers Gloria M Lee; Donald W Hayek
James W Lehmann; Sandra L Teykl

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$2,461,375
Securities and Investments	02	28,771,943
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	180,500
Mortgage Loans (Includes Mortgage Backed Securities)	04	23,527,393
Federal Funds Sold	05	0
Other Loans	06	17,206,823
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,531,774
Investments in Subsidiary Corporations	10	26,036
Goodwill	11	0
Other Assets and Deferred Charges	12	707,425
TOTAL ASSETS	13	\$74,413,269

LIABILITIES

Deposit Accounts	14	67,577,014
Advances from Federal Home Loan Bank of Dallas	15	0
Other Borrowed Money	16	0
Other Liabilities	17	554,960
TOTAL LIABILITIES	18	\$68,131,974

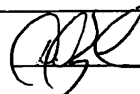
EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	1,173,500
Paid-in Surplus	21	1,806,694
Other Capital Accounts	22	299,807
Retained Earnings	23	3,004,294
TOTAL EQUITY CAPITAL	24	\$6,281,295
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$74,413,269

Board of Directors (Chairman designated by asterisk)

*William H Schovajsa; W Douglas Ankenman Jr; Thomas C Brown; Jerry D Jacob; George Brandt III; Milton E Koenning;
 Ariane B Macker; Robert Saunders; David J Zapalac

Certified to be true and correct by



Title President

Lakeway
(City)

Savings Bank	<u>Independent Bank of Austin, SSB</u>	Charter Date	<u>5/31/2005 0:00</u>
Street Address	<u>3209 RR 620 South</u>	ZIP Code	<u>TX</u> Date of Insurance <u>6/6/2005</u>
E-Mail:	<u>denny@bankaustin.com</u>	Website:	<u>www.ibankaustin.com</u>
Phone No.	<u>512-261-3355</u>	FAX No.	<u>512-261-3356</u>
Mailing Address	<u>PO Box 342049</u>	ZIP Code	<u>78738</u>
City	<u>Austin</u>	State	<u>TX</u>
Other Officers	<u>Julie Buchanan, Beth Gidley, Georgia Bond, Andy Vaughn, Bart Bade, James Dowis Dana Gurley, Ronnie Low, Maylee Cazares</u>		
No. Authorized Branches	<u>1</u>		
No. Operating Branches	<u>1</u>		
Managing Officer	<u>Denny Buchanan</u>		

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 4,859,000
Securities and Investments	02	19,290,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,540,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	0
Federal Funds Sold	05	5,570,000
Other Loans	06	127,944,000
Real Estate Owned	07	766,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,844,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	2,155,000
TOTAL ASSETS	13	\$ 163,968,000

LIABILITIES

Deposit Accounts	14	111,357,000
Advances from Federal Home Loan Bank of Dallas	15	35,000,000
Other Borrowed Money	16	0
Other Liabilities	17	300,000
TOTAL LIABILITIES	18	\$ 146,657,000

EQUITY CAPITAL

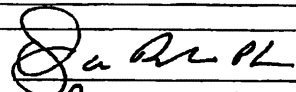
Preferred Stock	19	0
Common Stock	20	8,080,000
Paid-in Surplus	21	6,176,000
Other Capital Accounts	22	0
Retained Earnings	23	3,055,000
TOTAL EQUITY CAPITAL	24	\$ 17,311,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 163,968,000

Board of Directors (Chairman designated by asterisk)

Jack Buchanan*, Denny Buchanan, Nathan Douglas, Tom Locke, David McCaskill, David Peak

Certified to be true and correct by

Title


PRESIDENT/CEO

LITTLEFIELD

Savings Bank	First Federal Bank Littlefield Texas ssb		Charter Date	9/28/2007
Street Address	301 XIT Drive	ZIP Code	79339	Date of Insurance
E-Mail:	Website:			
Phone No.	806 385 7511	FAX No.	806 385 306	No. Authorized Branches
Mailing Address	P O Box 1390	ZIP Code	79339	No. Operating Branches
City	Littlefield	State	TX	Managing Officer
Other Officers	Max Dreasher VP Controller		Bill Rodgers, President	
	Lynn Cown VP Loans			

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 16,429,000
Securities and Investments	02	
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	185,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	18,196,000
Federal Funds Sold	05	
Other Loans	06	8,857,000
Real Estate Owned	07	
Investment in Real Estate	08	
Office Premises & Equipment, net	09	416,000
Investments in Subsidiary Corporations	10	
Goodwill	11	
Other Assets and Deferred Charges	12	767,000
TOTAL ASSETS	13	\$ 44,850,000

LIABILITIES

Deposit Accounts	14	37,220,000
Advances from Federal Home Loan Bank of Dallas	15	182,000
Other Borrowed Money	16	
Other Liabilities	17	162,000
TOTAL LIABILITIES	18	\$ 37,564,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	
Paid-in Surplus	21	
Other Capital Accounts	22	
Retained Earnings	23	7,286,000
TOTAL EQUITY CAPITAL	24	\$ 7,286,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 44,850,000

Board of Directors (Chairman designated by asterisk)

Kenneth Ware *	Nolan Greal	Max Dreasher - Advisory
Bill Rodgers	James Sokora	Lynn Cowan - Advisory
Neil Wood	Brian Muller	

Certified to be true and correct by


 Max Dreasher
 VP Controller

Title

Lott, Texas
(City)

Savings Bank	<u>Texas Star Bank, S.S.B.</u>	Charter Date	<u>July 8, 2004</u>
Street Address	<u>101 Gassaway</u>	ZIP Code	<u>76656</u> Date of Insurance _____
E-Mail	<u>bfleming@texas-star-bank.com</u>	Website:	<u>www.texas-star-bank.com</u>
Phone No.	<u>254-584-3171</u> FAX No.	<u>254-584-2914</u>	No. Authorized Branches <u>2</u>
Mailing Address:	<u>P. O. Box 368</u>	ZIP Code	<u>76656</u> No. Operating Branches <u>2</u>
City	<u>Lott</u>	State	<u>TX</u> Managing Officer <u>Billy J. Fleming, Pres., CEO</u>
Other Officers	<u>Robert D. Whitson</u>	_____	
	<u>Karen Mode</u>	<u>Bill R. Hall</u>	
	<u>Justen Salcido</u>	<u>Bryan Buck</u>	

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 1,751,000
Securities and Investments	02	10,389,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	765,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	45,799,000
Federal Funds Sold	05	0
Other Loans	06	5,093,000
Real Estate Owned	07	932,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	3,013,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	1,097,000
TOTAL ASSETS	13	\$ 68,839,000

LIABILITIES

Deposit Accounts	14	48,963,000
Advances from Federal Home Loan Bank of Dallas	15	10,122,000
Other Borrowed Money	16	4,610,000
Other Liabilities	17	126,000
TOTAL LIABILITIES	18	\$ 63,821,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	200,000
Paid-in Surplus	21	2,800,000
Other Capital Accounts	22	126,000
Retained Earnings	23	1,892,000
TOTAL EQUITY CAPITAL	24	\$ 5,018,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 68,839,000

Board of Directors (Chairman designated by asterisk)

Paris Schindler *	Timothy Brown	Tiffani B. Jinks	Billy J. Fleming	Cole Schindler
Scott Schindler	Larry Wornat (Advisory Director)	Robert D. Whitson (Advisory Director)		

Certified to be true and correct by

Title Cashier

Lufkin

(City)

Savings Bank Angelina Savings Bank, FSB Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 16,663
Securities and Investments	02	670
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	20,332
Federal Funds Sold	05	0
Other Loans	06	11,709
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,355
Investments in Subsidiary Corporations	10	0
Goodwill	11	24
Other Assets and Deferred Charges	12	809
TOTAL ASSETS	13	\$ 51,562

LIABILITIES

Deposit Accounts	14	45,963
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	0
Other Liabilities	17	328
TOTAL LIABILITIES	18	\$ 46,291

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	956
Paid-in Surplus	21	258
Other Capital Accounts	22	0
Retained Earnings	23	4,057
TOTAL EQUITY CAPITAL	24	\$ 5,271
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 51,562

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

SSB Charter No. 25

(City)

Savings Bank Synergy Bank, SSB Charter Date 03/04/98
 Street Address 8951 Synergy Drive ZIP Code 75070 Date of Insurance: 03/20/1998
 E-Mail: cbaggs@synergybank.com Website: synergybank.com
 Phone No. 972-562-1400 FAX No. 972-562-1420 No. Authorized Branches 4
 Mailing Address 8951 Synergy Drive ZIP Code _____ No. Operating Branches 4
 City: McKinney State TX Managing Officer J. Douglas Sanders
 Other Officers Joe L. Williams, CEO; Charles L. Baggs, SVP/CFO; Bryan L. Sandlin, SVP/CLO

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 3,951,442
Securities and Investments	02	1,402,472
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	869,400
Mortgage Loans (Includes Mortgage Backed Securities)	04	82,454,504
Federal Funds Sold	05	24,685,000
Other Loans	06	13,378,385
Real Estate Owned	07	9,059,341
Investment in Real Estate	08	1,027,903
Office Premises & Equipment, net	09	4,199,170
Investments in Subsidiary Corporations	10	28,988
Goodwill	11	3,096,278
Other Assets and Deferred Charges	12	2,606,725
TOTAL ASSETS	13	\$ 146,759,608

LIABILITIES

Deposit Accounts	14	119,824,512
Advances from Federal Home Loan Bank of Dallas	15	7,900,000
Other Borrowed Money	16	0
Other Liabilities	17	1,481,669
TOTAL LIABILITIES	18	\$ 129,206,181

EQUITY CAPITAL

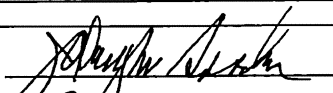
Preferred Stock	19	0
Common Stock	20	4,000,000
Paid-in Surplus	21	15,590,158
Other Capital Accounts	22	-110,067
Retained Earnings	23	-1,926,664
TOTAL EQUITY CAPITAL	24	\$ 17,553,427
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 146,759,608

Board of Directors (Chairman designated by asterisk)

Joe L. Williams*, J Douglas Sanders, William Bruce McAnally, James E. Baxter II, Richard M. Allen, Jay Jordan,
Gary Vrba, Cecil Dunham, Mike Milligan and Bryan L. Sandlin

Certified to be true and correct by

Title


 PRESIDENT

MINEOLA
(City)

Savings Bank	MINEOLA COMMUNITY BANK S.S.B.		Charter Date	OCT. 1934
Street Address	215 W. BROAD STREET		ZIP Code	75773 Date of Insurance Oct-34
E-Mail:	jherlocker@mineolacb.com		Website:	www.mineolacb.com
Phone No.	903-569-2602	FAX No.	903-569-6969	No. Authorized Branches 3
Mailing Address	P. O. BOX 410		ZIP Code	75773 No. Operating Branches 3
City	MINEOLA	State	TX	Managing Officer J.H.Herlocker,III
Other Officers	Sheree Mize, Sec.; Julie Yarbrough, CFO; Kim Butler, Controller; Betty Haisten, Asst Controller Freda Madsen, Terri Baucum, Haskell Strange, Tony Pegues, VP's; Ron Willingham, Vickie Pope, Robin Averett, Duncan Mcadoo, Michelle Henry, Martrice Parish, Asst. VP's; Ammie Burch, Marketing Officer			

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 2,353,000
Securities and Investments	02	25,680,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,479,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	91,944,000
Federal Funds Sold	05	1,450,000
Other Loans	06	23,424,000
Real Estate Owned	07	59,000
Investment in Real Estate	08	
Office Premises & Equipment, net	09	6,465,000
Investments in Subsidiary Corporations	10	262,000
Goodwill	11	
Other Assets and Deferred Charges	12	1,827,000
TOTAL ASSETS	13	\$ 154,943,000

LIABILITIES

Deposit Accounts	14	98,496,000
Advances from Federal Home Loan Bank of Dallas	15	33,669,000
Other Borrowed Money	16	
Other Liabilities	17	337,000
TOTAL LIABILITIES	18	\$ 132,502,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	1,000
Paid-in Surplus	21	
Other Capital Accounts	22	474,000
Retained Earnings	23	21,966,000
TOTAL EQUITY CAPITAL	24	\$ 22,441,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 154,943,000

Board of Directors (Chairman designated by asterisk)

J. H. HERLOCKER, III **

SHEREE MIZE	JERRY PRESSWOOD	ROBERT L. SMITH
JAMES B. HARDER	CLIFTON BRADSHAW	
BETH HEDGES	NAN SAUCIER	

Certified to be true and correct by


Title PRESIDENT

MOULTON
(City)

Savings Bank	LONE STAR BANK, S. S. B.		Charter Date	7/8/2004	
Street Address	100 SOUTH MAIN	ZIP Code	77975	Date of Insurance	1/1/1934
E-Mail:	Website:		www.lonestarbank.com		
Phone No.	(361) 596-4611	FAX No.	(361) 596-7519	No. Authorized Branches	3
Mailing Address	P O BOX A	ZIP Cod	77975	No. Operating Branches	3
City	MOULTON	State	TX	Managing Officer	DAVID R. KAPAVIK, PRES./CEO
Other Officers	MARLON NOVOSAD, EVP	KATHLEEN SCHACIERL, EVP	VAN SWIFT, EVP		
DOUGLAS W. KUENSTLER, EVP	KEVIN KNESEK, VP	CATALINA PEREZ, VP			
RUSSELL BROWN, VP	DONNA STEPHENSON, VP	GARY MOBBS, VP			
PAM BROWNING, VP	LORETTA JANECEK, VP	SHIRLEY WELFL, AVP			

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$8,265,000
Securities and Investments	02	10,515,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	963,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	67,550,000
Federal Funds Sold	05	5,000,000
Other Loans	06	70,622,000
Real Estate Owned	07	437,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	6,274,000
Investments in Subsidiary Corporations	10	1,000
Goodwill	11	0
Other Assets and Deferred Charges	12	2,391,000
TOTAL ASSETS	13	\$172,018,000

LIABILITIES

Deposit Accounts	14	141,232,000
Advances from Federal Home Loan Bank of Dallas	15	17,038,000
Other Borrowed Money	16	0
Other Liabilities	17	311,000
TOTAL LIABILITIES	18	\$158,581,000

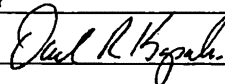
EQUITY CAPITAL

Preferred Stock	19	1,963,000
Common Stock	20	250,000
Paid-in Surplus	21	3,787,000
Other Capital Accounts	22	143,000
Retained Earnings	23	7,294,000
TOTAL EQUITY CAPITAL	24	\$13,437,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$172,018,000

Board of Directors (Chairman designated by asterisk)

*PARIS R. SCHINDLER	THOMAS H. HOYER	WALDO BOEIJM
DAVID R. KAPAVIK	BRIAN BERAN	JONATHAN CHAMPAGNE
TIMOTHY R. BROWN	W. V. "BILL" JAMES - ADVISORY	
VAN P. SWIFT - ADVISORY	CATHERINE SCHINDLER RENAUDIN - ADVISORY	

Certified to be true and correct by



Title President & CEO

Orange
(City)

Savings Bank	Orange Savings Bank, ssb	Charter Date	Sept. 6, 1996
Street Address	812 N. 16th Street	ZIP Code	77630 Date of Insurance 5/17/1954
E-Mail	osbank@orangesavingsbank.com	Website:	www.orangesavingsbank.com
Phone No.	409-883-3563	FAX No.	409-883-7164 No. Authorized Branches 4
Mailing Address	P. O. Box 730	ZIP Code	77631 No. Operating Branches 4
City	Orange	State	TX Managing Officer Stephen Lee
Other Officers	Ron Roberts, Nancy Vincent, Pam Burrow, Annette Bonnin, Conley Todd, Jack Gregory, Curt Leger, Gracie Henry, Karen Comeaux, Cindi LaChance, Sandy McKeller, Natalie Hyde, Betty Morgan, Kristi Davis, Beverly Frederick, Joe Love, Janet McCoy, John Hodges, Janice Gillet, Brenda Foreman, Rebecca Cloud, Traci Perryman, Kim Dickerson, Kathy Potter, Tommie Daniel, Pam Parker & Christye Holloway		

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 3,235,532
Securities and Investments	02	35,713,898
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	958,704
Mortgage Loans (Includes Mortgage Backed Securities)	04	249,071,071
Federal Funds Sold	05	2,500,000
Other Loans	06	36,975,886
Real Estate Owned	07	2,418,759
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	7,681,631
Investments in Subsidiary Corporations	10	0
Goodwill	11	1,184,727
Other Assets and Deferred Charges	12	5,693,591
TOTAL ASSETS	13	\$ 345,433,801

LIABILITIES

Deposit Accounts	14	300,825,863
Advances from Federal Home Loan Bank of Dallas	15	10,082,440
Other Borrowed Money	16	0
Other Liabilities	17	923,352
TOTAL LIABILITIES	18	\$ 311,831,655

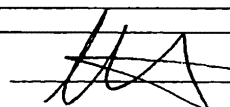
EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	250,000
Paid-in Surplus	21	18,429,840
Other Capital Accounts	22	-2,812,735
Retained Earnings	23	17,735,041
TOTAL EQUITY CAPITAL	24	\$ 33,602,146
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 345,433,801

Board of Directors (Chairman designated by asterisk)

Tommy Gunn **	Walter Riedel	Dan Mohon	Mike Poutra
Stephen Lee	Darby Byrd	Ron Roberts	
Ross Smith	Bill Wallace	Ruby Wimberley	

Certified to be true and correct by



Title **President/CEO**

Paris

(City)

Savings Bank First Federal Community Bank Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 12,322
Securities and Investments	02	18,854
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	254,586
Federal Funds Sold	05	0
Other Loans	06	49,026
Real Estate Owned	07	572
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	11,174
Investments in Subsidiary Corporations	10	
Goodwill	11	0
Other Assets and Deferred Charges	12	14,580
TOTAL ASSETS	13	\$ 361,114

LIABILITIES

Deposit Accounts	14	298,061
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	34,071
Other Liabilities	17	873
TOTAL LIABILITIES	18	\$ 333,005

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	0
Paid-in Surplus	21	0
Other Capital Accounts	22	0
Retained Earnings	23	28,109
TOTAL EQUITY CAPITAL	24	\$ 28,109
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 361,114

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Perryton
(City)

Savings Bank Interstate Bank, ssb Charter Date 09/30/02
 Street Address 301 S. Main ZIP Code 79070 Date of Insurance 01/31/97
 E-Mail: _____ Website: www.interstatebankssb.com
 Phone No. 806-435-4071 FAX No. 806-435-4153 No. Authorized Branches 2
 Mailing Address: P.O. Box 947 ZIP Cod 79070 No. Operating Branches 2
 City Perryton State TX Managing Officer David Bergin
 Other Officers: John Cluck, Chairman of Board & CEO; Joe K. Ogden, Sr Vp & CFO; Mike Blasingame, Sr Vp;
Annette Mullins, Sr Vp; Mark Marns, Sr. Vp; Kristie Ludi, Vp; Shelly Cowan, Vp; Deborah Whisenand, Vp

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$4,383,000
Securities and Investments	02	17,951,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	273,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	35,762,000
Federal Funds Sold	05	7,795,000
Other Loans	06	42,280,000
Real Estate Owned	07	437,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	2,323,000
Investments in Subsidiary Corporations	10	949,000
Goodwill	11	716,000
Other Assets and Deferred Charges	12	2,969,000
TOTAL ASSETS	13	\$115,838,000

LIABILITIES

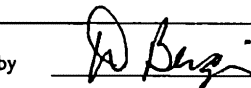
Deposit Accounts	14	103,802,000
Advances from Federal Home Loan Bank of Dallas	15	75,000
Other Borrowed Money	16	0
Other Liabilities	17	584,000
TOTAL LIABILITIES	18	\$104,461,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	532,000
Paid-in Surplus	21	4,169,000
Other Capital Accounts	22	787,000
Retained Earnings	23	5,889,000
TOTAL EQUITY CAPITAL	24	\$11,377,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$115,838,000

Board of Directors (Chairman designated by asterisk)
John Cluck*; H. C. Brillhart, Jr.; Claude Betty; David Bergin; James Clark; Harold Courson;
Jim Hagg; Nina Beth Hargrove; Pat Patterson; Bill Mac Tregellas

Certified to be true and correct by



Title President

Pittsburg

(City)

Savings Bank Cypress Bank, FSB Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

	In Thousands
Cash on Hand and Other Deposits	01 \$ 4,912
Securities and Investments	02 39,354
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 0
Mortgage Loans (Includes Mortgage Backed Securities)	04 80,665
Federal Funds Sold	05 0
Other Loans	06 29,784
Real Estate Owned	07 895
Investment in Real Estate	08 0
Office Premises & Equipment, net	09 2,859
Investments in Subsidiary Corporations	10
Goodwill	11 360
Other Assets and Deferred Charges	12 6,150
TOTAL ASSETS	13 \$ 164,979

LIABILITIES

Deposit Accounts	14 123,790
Advances from Federal Home Loan Bank of Dallas	15
Other Borrowed Money	16 28,472
Other Liabilities	17 735
TOTAL LIABILITIES	18 \$ 152,997

EQUITY CAPITAL

Preferred Stock	19 0
Common Stock	20 1,029
Paid-in Surplus	21 3,702
Other Capital Accounts	22 0
Retained Earnings	23 7,251
TOTAL EQUITY CAPITAL	24 \$ 11,982
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ 164,979

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Plano

(City)

Savings Bank Beal Bank Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 191,490
Securities and Investments	02	225,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	2,505,085
Federal Funds Sold	05	0
Other Loans	06	550,038
Real Estate Owned	07	106,914
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	65,757
Investments in Subsidiary Corporations	10	
Goodwill	11	2,661
Other Assets and Deferred Charges	12	259,786
TOTAL ASSETS	13	\$ 3,906,731

LIABILITIES

Deposit Accounts	14	2,687,189
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	115,321
Other Liabilities	17	390,000
TOTAL LIABILITIES	18	\$ 3,192,510

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	2,400
Paid-in Surplus	21	307,000
Other Capital Accounts	22	
Retained Earnings	23	404,821
TOTAL EQUITY CAPITAL	24	\$ 714,221
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 3,906,731

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Plano

(City)

Savings Bank Share Plus Federal Bank Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 7,902
Securities and Investments	02	14,581
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	157,161
Federal Funds Sold	05	3,815
Other Loans	06	14,362
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	4,905
Investments in Subsidiary Corporations	10	
Goodwill	11	0
Other Assets and Deferred Charges	12	5,377
TOTAL ASSETS	13	\$ 208,103

LIABILITIES

Deposit Accounts	14	173,663
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	15,995
Other Liabilities	17	1,184
TOTAL LIABILITIES	18	\$ 190,842

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	0
Paid-in Surplus	21	0
Other Capital Accounts	22	0
Retained Earnings	23	17,261
TOTAL EQUITY CAPITAL	24	\$ 17,261
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 208,103

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Plano			
(City)			
Savings Bank	ViewPoint Bank	Charter Date	
Street Address		ZIP Code	Date of Insurance
E-Mail		Website:	
Phone No.	FAX No.	No. Authorized Branches	
Mailing Address		ZIP Code	No. Operating Branches
City	State	TX	Managing Officer
Other Officers			

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

	In Thousands	
Cash on Hand and Other Deposits	01	\$ 55,470
Securities and Investments	02	738,782
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	1,338,186
Federal Funds Sold	05	0
Other Loans	06	112,963
Real Estate Owned	07	3,917
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	50,440
Investments in Subsidiary Corporations	10	
Goodwill	11	1,964
Other Assets and Deferred Charges	12	78,530
TOTAL ASSETS	13	\$ 2,380,252

LIABILITIES

Deposit Accounts	14	1,821,522
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	337,504
Other Liabilities	17	25,824
TOTAL LIABILITIES	18	\$ 2,184,850

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	1
Paid-in Surplus	21	77,877
Other Capital Accounts	22	
Retained Earnings	23	117,524
TOTAL EQUITY CAPITAL	24	\$ 195,402
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 2,380,252

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Refugio

(City)

Savings Bank Woodforest Bank Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 30,403
Securities and Investments	02	1,929
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	30,923
Federal Funds Sold	05	560
Other Loans	06	0
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	10,172
Investments in Subsidiary Corporations	10	0
Goodwill	11	2,350
Other Assets and Deferred Charges	12	9,517
TOTAL ASSETS	13	\$ 85,854

LIABILITIES

Deposit Accounts	14	60,424
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	0
Other Liabilities	17	12,585
TOTAL LIABILITIES	18	\$ 73,009

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	254
Paid-in Surplus	21	16,856
Other Capital Accounts	22	0
Retained Earnings	23	-4,265
TOTAL EQUITY CAPITAL	24	\$ 12,845
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 85,854

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

San Antonio

(City)

Savings Bank USAA Federal Savings Bank Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 2,175,211
Securities and Investments	02	5,623,902
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	12,903,687
Federal Funds Sold	05	0
Other Loans	06	15,831,288
Real Estate Owned	07	1,616
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,837
Investments in Subsidiary Corporations	10	
Goodwill	11	62,274
Other Assets and Deferred Charges	12	1,322,540
TOTAL ASSETS	13	\$ 37,922,355

LIABILITIES

Deposit Accounts	14	33,556,838
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	
Other Liabilities	17	895,770
TOTAL LIABILITIES	18	\$ 34,452,608

EQUITY CAPITAL

Preferred Stock	19	275,100
Common Stock	20	18,000
Paid-in Surplus	21	947,697
Other Capital Accounts	22	
Retained Earnings	23	2,228,950
TOTAL EQUITY CAPITAL	24	\$ 3,469,747
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 37,922,355

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Snyder, Texas

Savings Bank	Texas Savings Bank, s.s.b.	Charter Date	30-Mar-99
Street Address	4500 College Avenue	ZIP Code	79549 Date of Insurance 03/30/1999
E-Mail	tsb@texassavingsbank.com	Website:	texassavingsbank.com
Phone No.	325.573.9305	FAX No.	325.573.0235
Mailing Address	P. O. Drawer 830	ZIP Code	79550
City	Snyder	State	TX
Other Officers	Kendra Stephens, EVP	No. Authorized Branches	1
	Sid Medina, VP	No. Operating Branches	1
		Managing Officer	Jeffrey Martin

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 12,735,000
Securities and Investments	02	12,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	930,000
Mortgage Loans (Includes Mortgage Backed Securities)	04	77,128,000
Federal Funds Sold	05	0
Other Loans	06	29,755,000
Real Estate Owned	07	44,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	5,008,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	1,532,000
TOTAL ASSETS	13	\$ 127,144,000

LIABILITIES

Deposit Accounts	14	103,925,000
Advances from Federal Home Loan Bank of Dallas	15	11,000,000
Other Borrowed Money	16	0
Other Liabilities	17	75,000
TOTAL LIABILITIES	18	\$ 115,000,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	2,000
Paid-in Surplus	21	2,998,000
Other Capital Accounts	22	1,999,000
Retained Earnings	23	7,145,000
TOTAL EQUITY CAPITAL	24	\$ 12,144,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 127,144,000

Board of Directors (Chairman designated by asterisk)

*David Cotton	Jeffrey Martin
James Cave	William Tolleson
Charles Church	Monte West
Keith Hackfeld	

Certified to be true and correct by



Title President

 Southlake, Texas

Savings Bank	Providence Bank of Texas, ssb	Charter Date	8/24/2007 0:00
Street Address	325 E. Southlake Blvd	ZIP Code	76092 Date of Insurance
E-Mail	agrossman@providencebanktx.com	Website:	www.providencebanktx.com
Phone No.	817-912-3444	FAX No.	817-912-3445
		No. Authorized Branches	1
Mailing Address	325 E. Southlake Blvd	ZIP Code	76092
		No. Operating Branches	1
City	Southlake	State	TX
		Managing Officer	Joe Dirk Davis
Other Officers	Joe Dirk Davis, Kristin Feeback, Anna Grossman, Stanley Ingram, Mark E. Lovvorn, Randall McCauley, Robyn Martin, Cindy Robertson, Malynda Vermillion, Kathy Young		

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 16,906,945
Securities and Investments	02	0
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	39,800
Mortgage Loans (Includes Mortgage Backed Securities)	04	0
Federal Funds Sold	05	1,430,000
Other Loans	06	71,623,832
Real Estate Owned	07	424,880
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	3,142,898
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	841,864
TOTAL ASSETS	13	\$ 94,410,219

LIABILITIES

Deposit Accounts	14	86,030,266
Advances from Federal Home Loan Bank of Dallas	15	0
Other Borrowed Money	16	0
Other Liabilities	17	95,180
TOTAL LIABILITIES	18	\$ 86,125,447

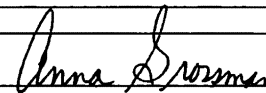
EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	8,280,000
Paid-in Surplus	21	2,584,140
Other Capital Accounts	22	0
Retained Earnings	23	-2,579,367
TOTAL EQUITY CAPITAL	24	\$ 8,284,772
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 94,410,219

Board of Directors (Chairman designated by asterisk)

 Mark E. Lovvorn*, Victor Abraham, Charles M. Boto, Gary M. Darden, Joe Dirk Davis, Jay L. Sedwick, Jr.,
 J. Rodman Steele

Certified to be true and correct by



 Title Anna Grossman, EVP & COO

Sugar Land

(City)

Savings Bank	Bank of Fort Bend	Charter Date	
Street Address		ZIP Code	Date of Insurance
E-Mail		Website:	
Phone No.	FAX No.	No. Authorized Branches	
Mailing Address		No. Operating Branches	
City	State	TX	Managing Officer
Other Officers			

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 1,932
Securities and Investments	02	0
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	22,745
Federal Funds Sold	05	5
Other Loans	06	5,985
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	570
Investments in Subsidiary Corporations	10	0
Goodwill	11	18
Other Assets and Deferred Charges	12	293
TOTAL ASSETS	13	\$ 31,548

LIABILITIES

Deposit Accounts	14	26,057
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	0
Other Liabilities	17	49
TOTAL LIABILITIES	18	\$ 26,106

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	4,000
Paid-in Surplus	21	4,000
Other Capital Accounts	22	0
Retained Earnings	23	-2,558
TOTAL EQUITY CAPITAL	24	\$ 5,442
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 31,548

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Tyler

(City)

Savings Bank First Federal Bank Texas Charter Date _____
Street Address _____ ZIP Code _____ Date of Insurance _____
E-Mail _____ Website: _____
Phone No. _____ FAX No. _____ No. Authorized Branches _____
Mailing Address _____ ZIP Code _____ No. Operating Branches _____
City _____ State TX Managing Officer _____
Other Officers _____

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

		In Thousands
Cash on Hand and Other Deposits	01	\$ 7,027
Securities and Investments	02	33,994
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Includes Mortgage Backed Securities)	04	156,591
Federal Funds Sold	05	1,250
Other Loans	06	25,393
Real Estate Owned	07	1,314
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	3,651
Investments in Subsidiary Corporations	10	
Goodwill	11	2,413
Other Assets and Deferred Charges	12	11,780
TOTAL ASSETS	13	\$ 243,413

LIABILITIES

Deposit Accounts	14	135,246
Advances from Federal Home Loan Bank of Dallas	15	
Other Borrowed Money	16	86,087
Other Liabilities	17	529
TOTAL LIABILITIES	18	\$ 221,862

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	18
Paid-in Surplus	21	11,963
Other Capital Accounts	22	0
Retained Earnings	23	9,570
TOTAL EQUITY CAPITAL	24	\$ 21,551
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 243,413

Board of Directors (Chairman designated by asterisk)

Certified to be true and correct by _____

Title _____

Sugar Land

Savings Bank	Founders Bank, SSB	Charter Date	11/9/2007
Street Address	4690 Sweetwater Blvd.	ZIP Code	77479 Date of Insurance 11/9/2007
E-Mail	jim@foundersbanktx.com	Website:	www.foundersbanktx.com
Phone No.	281-325-5000	FAX No.	281-325-5050
Mailing Address	P.O. Box 25005	No. Authorized Branches	0
City	Sugar Land	ZIP Code	77479
Other Officers	N/A	No. Operating Branches	0
		State	TX
		Managing Officer	Jim Sturgeon

STATEMENT OF CONDITION - DECEMBER 31, 2009

ASSETS

Cash on Hand and Other Deposits	01	\$ 11,648,246
Securities and Investments	02	2,577,356
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	62,200
Mortgage Loans (Includes Mortgage Backed Securities)	04	18,171,068
Federal Funds Sold	05	20,775,000
Other Loans	06	75,341,962
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,508,212
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	776,977
TOTAL ASSETS	13	\$ 130,861,021

LIABILITIES

Deposit Accounts	14	116,757,997
Advances from Federal Home Loan Bank of Dallas	15	0
Other Borrowed Money	16	0
Other Liabilities	17	96,893
TOTAL LIABILITIES	18	\$ 116,854,890

EQUITY CAPITAL

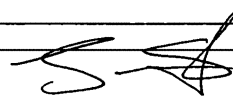
Preferred Stock	19	0
Common Stock	20	1,670,145
Paid-in Surplus	21	14,924,250
Other Capital Accounts	22	108,764
Retained Earnings	23	-2,697,028
TOTAL EQUITY CAPITAL	24	\$ 14,006,131
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 130,861,021

Board of Directors (Chairman designated by asterisk)

O.J. Armstrong, Dr. Rajesh Bindal, Billy Brown, Dr. Juliet Breeze, Kolbe Curtice, Miles D. Harper III, David Moore.

Jim Sturgeon, Rickey Williams *

Certified to be true and correct by



Jim Sturgeon
Title CEO/President

