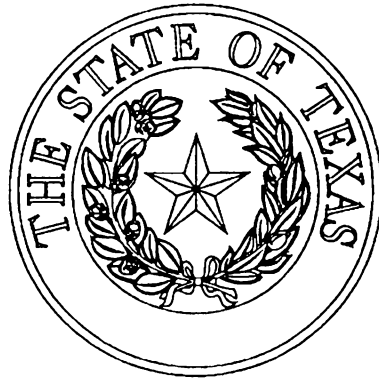


**Texas Savings & Loan Department**

**Sixty-Seventh Annual Report**

**of**

**Savings & Loan Associations**



**James L. Pledger**

**Savings & Loan Commissioner**

**of Texas**

**December 31, 1995**



## FINANCE COMMISSION OF TEXAS

### MEMBERS

W. D. Hilton, Jr., Chairman	Garland
Jeff Austin, Jr.	Jacksonville
Hubert Bell, Jr.	Austin
James T. Chambers	Stephenville
Kay Glover	Austin
Georgina S. Gonzalez	Houston
Steven C. Hastings	Arlington
Chip Johnson	Dallas
David M. Laney	Dallas
Ruby J. Wimberley	Orange

### TEXAS SAVINGS AND LOAN DEPARTMENT

2601 North Lamar, Suite 201  
Austin, Texas 78705

512/475-1350  
FAX 512/475-1360

### Staff

James L. Pledger	Commissioner
John E. McClung	Director of Examinations
John De Marines	Director of Corporate Activities
Margaret Wofford	Chief Administrative Officer
Clark Johnson	Supervisory Analyst
Teresa Scarborough	Applications Analyst
Brenda Ross	Administrative Technician
David de la Rosa	Receptionist

### Examiners

Leon Buck	E. E. "Skip" Sage
Douglas Foster	Patsy Smith

## TABLE OF CONTENTS

Table I -	Number of Associations in Texas .....	1
Table II -	Branching in Texas - December 31, 1995 .....	1
Table III -	Stock and Mutual Associations in Texas .....	2
Table IV -	Standard Metropolitan Statistical Areas .....	3
Table V -	Comparative Classification of Associations .....	4
Table VI -	Combined Statement of Condition Domestic State and Federally Chartered Associations in Texas .....	5
Table VII -	Combined Statement of Condition Domestic State Chartered Savings and Loan Associations .....	6
Table VIII -	Combined Statement of Condition Federally Chartered Savings and Loan Associations .....	7
Table IX -	Total Assets of Associations in Texas by Counties .....	8
Table X -	Texas Associations -- By Asset Size .....	14
Table XI -	Texas Associations -- By Savings Size .....	16
	State Savings Bank Charter Activity .....	18
	State Chartered Merger With State Bank Survivor .....	18
	State Chartered Mergers With Federal Survivor .....	18
	State Chartered Branch Offices Approved .....	19
	State Chartered Name Change Approved .....	19
	National Bank Merger With State Savings Bank Survivor .....	19
	Federal Chartered Name Changes Approved .....	19
	Federal Chartered Branch Offices Approved .....	20
	State Chartered Remote Service Units Approved .....	20
	Federal Bylaw/Charter Applications Approved .....	20

**TABLE OF CONTENTS**  
**continued**

Subsequent State Activity 1996 ..... 21

Home Office By City ..... 22

Index of Institutions ..... 25

TABLE I

## NUMBER OF ASSOCIATIONS IN TEXAS

TYPE OF ASSOCIATION	12/31/95	12/31/94	PERCENT CHANGE
STATE CHARTERED			
STOCK	24	26	-7.7%
MUTUAL	1	1	0.0%
TOTAL STATE	25	27	-7.4%
FEDERAL CHARTERED			
STOCK	24	25	-4.0%
MUTUAL	9	9	0.0%
TOTAL FEDERAL	33	34	-2.9%
TOTAL STATE AND FEDERAL			
	58	61	-4.9%

TABLE II

## BRANCHING IN TEXAS - DECEMBER 31, 1995

TYPE CHARTER	ASSNS	BRANCHES	ASSOCIATIONS WITH BRANCHES	ASSOCIATIONS WITHOUT BRANCHES
STATE	25	157	21	4
FEDERAL	33	295	19	14
TOTAL	58	452	40	18

TABLE III

## STOCK AND MUTUAL ASSOCIATIONS IN TEXAS

DECEMBER 31, 1995

TYPE OF ASSOCIATION	NO OF ASSNS	SAVINGS	ASSETS	LOANS	NET WORTH
STATE CHARTERED STOCK	24	6,729,662,778	10,215,432,098	8,352,254,389	762,077,598
MUTUAL	1	30,103,408	33,203,500	28,517,000	2,506,629
TOTAL STATE	25	\$6,759,766,186	\$10,248,635,598	\$8,380,771,389	\$764,584,227
FEDERAL CHARTERED STOCK	25	27,963,159,052	48,608,053,236	40,693,528,725	3,505,549,525
MUTUAL	9	658,969,745	770,491,202	572,880,538	77,074,904
TOTAL FEDERAL	33	\$28,622,128,797	\$49,378,544,438	\$41,266,409,263	\$3,582,624,429
TOTAL	58	\$35,381,894,983	\$59,627,180,036	\$49,647,180,652	\$4,347,208,656

TABLE IV

**STANDARD METROPOLITAN STATISTICAL AREAS***(DOLLARS IN MILLIONS)*

<b>SMSA</b>	<b>NO OF ASSNS</b>	<b>TOTAL ASSETS</b>	<b>TOTAL SAVINGS</b>
AUSTIN	5	\$1,206.5	\$813.7
BEAUMONT-PORT ARTHUR-ORANGE	1	150.5	132.8
CORPUS CHRISTI	1	1,278.0	930.9
DALLAS-FORT WORTH	10	28,645.0	19,184.9
BRYAN-COLLEGE STATION	3	2,658.2	1,692.1
GALVESTON-TEXAS CITY	0	0.0	0.0
HOUSTON	11	17,366.7	8,372.3
LUBBOCK	0	0.0	0.0
MIDLAND	0	0.0	0.0
ODESSA	0	0.0	0.0
SAN ANTONIO	1	5,805.7	2,081.7
SAN ANGELO	0	0.0	0.0
TYLER	1	117.0	97.2
WICHITA FALLS	0	0.0	0.0
BROWNSVILLE-HARLINGEN-SAN BENITO	0	0.0	0.0
PANHANDLE	1	40.7	35.9
KILLEEN-TEMPLE	0	0.0	0.0
EL PASO	1	129.4	112.5
SHERMAN-DENISON	0	0.0	0.0
MCALLEN-PHARR-EDINBURG	1	166.4	137.6
ABILENE	0	0.0	0.0
LAREDO	0	0.0	0.0
LONGVIEW	1	361.6	322.0
WACO	0	0.0	0.0
TEXARKANA	0	0.0	0.0
WEST REGION	4	216.4	180.0
NORTHEAST REGION	7	729.3	613.9
SOUTHEAST REGION	6	379.7	338.5
SOUTH REGION	4	376.1	335.9
<b>TOTALS</b>	<b>58</b>	<b>\$59,627.2</b>	<b>\$35,381.9</b>



TABLE V

**COMPARATIVE CLASSIFICATION OF ASSOCIATIONS**

(BY ASSET SIZE)

ASSET SIZE (MILLIONS)		(BY ASSET SIZE)		TOTAL ASSETS	
FROM	TO	NO OF ASSNS	%	IN SIZE GROUP	%
0	9	0	0.0%	\$0	0.0%
9	10	0	0.0%	0	0.0%
10	12	0	0.0%	0	0.0%
12	15	0	0.0%	0	0.0%
15	20	0	0.0%	0	0.0%
20	25	1	1.7%	21,697,000	0.0%
25	30	2	3.4%	57,401,659	0.1%
30	40	7	12.1%	247,808,530	0.4%
40	50	6	10.3%	266,570,718	0.4%
50	75	8	13.8%	473,967,265	0.8%
75	100	2	3.4%	184,338,044	0.3%
100	150	10	17.2%	1,297,275,812	2.2%
150	200	7	12.1%	1,168,695,917	2.0%
200	250	1	1.7%	240,828,000	0.4%
250	300	1	1.7%	252,057,000	0.4%
300	400	1	1.7%	361,556,091	0.6%
400	500	0	0.0%	0	0.0%
500	600	0	0.0%	0	0.0%
600	1,000	2	3.4%	1,576,542,000	2.6%
1,000	2,000	3	5.2%	4,404,979,000	7.4%
2,000	3,000	3	5.2%	8,006,322,000	13.4%
3,000	4,000	0	0.0%	0	0.0%
4,000	5,000	0	0.0%	0	0.0%
5,000	6,000	1	1.7%	5,805,715,000	9.7%
6,000	7,000	0	0.0%	0	0.0%
7,000	8,000	0	0.0%	0	0.0%
8,000	9,000	1	1.7%	8,936,086,000	15.0%
9,000	AND UP	2	3.4%	26,325,340,000	44.1%
TOTALS		58	100.0%	\$59,627,180,036	100.0%

TABLE VI

**COMBINED STATEMENT OF CONDITION**  
**DOMESTIC STATE AND FEDERALLY CHARTERED ASSOCIATIONS IN TEXAS**  
AS OF DECEMBER 31, 1995 AND DECEMBER 31, 1994

	58	61	
	ASSOCIATIONS	ASSOCIATIONS	
	12/31/95	12/31/94	%
			CHANGE
<b>ASSETS</b>			
CASH ON HAND AND DEMAND DEPOSITS	\$1,922,736,295	\$2,491,944,573	(\$569,208,278)
SECURITIES AND INVESTMENTS	\$4,992,377,087	\$5,155,385,566	(\$163,008,479)
STOCK IN FEDERAL HOME LOAN BANK	\$492,008,900	\$396,849,800	\$95,159,100
MORTGAGE LOANS	\$42,999,919,796	\$40,504,981,106	\$2,494,938,690
OTHER LOANS	\$6,647,260,856	\$5,657,437,357	\$989,823,499
REAL ESTATE OWNED	\$182,106,114	\$425,145,168	(\$243,039,054)
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	\$50,552,285	\$22,538,102	\$28,014,183
OFFICE BLDG. (NET OF DEPR.) AND LAND	\$477,194,138	\$406,683,120	\$70,511,018
FURNITURE, FIXTURES, EQUIP. AND LEASEHOLD IMPV. (NET)	\$176,515,487	\$171,105,485	\$5,410,002
INVESTMENT IN SUBSIDIARY CORPORATIONS	\$108,325,172	\$80,735,639	\$27,589,533
DEFERRED CHARGES AND OTHER ASSETS	\$1,578,183,906	\$1,268,591,849	\$309,592,057
TOTAL ASSETS	\$59,627,180,036	\$56,581,397,765	\$3,045,782,271
<b>LIABILITIES AND EQUITY CAPITAL</b>			
LIABILITIES:			
DEPOSIT ACCOUNTS	\$35,381,894,983	\$33,025,414,084	\$2,356,480,899
ADVANCES FROM FHLB DALLAS	\$8,274,492,970	\$8,686,640,276	(\$412,147,306)
OTHER BORROWED MONEY	\$9,652,744,352	\$9,989,036,818	(\$336,292,466)
OTHER LIABILITIES	\$1,970,839,075	\$1,117,931,250	\$852,907,825
TOTAL LIABILITIES	\$55,279,971,380	\$52,819,022,428	\$2,460,948,952
EQUITY CAPITAL:			
PREFERRED STOCK	\$622,534,873	\$444,253,873	\$178,281,000
COMMON STOCK	\$61,226,743	\$116,834,568	(\$55,607,825)
PAID-IN SURPLUS	\$1,773,045,673	\$1,610,530,335	\$162,515,338
OTHER CAPITAL ACCOUNTS	\$92,104,462	(\$17,708,340)	\$109,812,802
RETAINED EARNINGS	\$1,798,296,905	\$1,608,464,901	\$189,832,004
TOTAL EQUITY CAPITAL	\$4,347,208,656	\$3,762,375,337	\$584,833,319
TOTAL LIABILITIES AND EQUITY CAPITAL	\$59,627,180,036	\$56,581,397,765	\$3,045,782,271

TABLE VII

**COMBINED STATEMENT OF CONDITION**  
**DOMESTIC STATE CHARTERED SAVINGS INSTITUTIONS**  
AS OF DECEMBER 31, 1995 AND DECEMBER 31, 1994

	25	27	%
	ASSOCIATIONS	ASSOCIATIONS	CHANGE
	12/31/95	12/31/94	(DECREASE)
<b>ASSETS</b>			
CASH ON HAND AND DEMAND DEPOSITS	\$200,089,743	\$177,794,507	\$22,295,236
SECURITIES AND INVESTMENTS	1,070,393,945	1,636,001,427	(565,607,482)
STOCK IN FEDERAL HOME LOAN BANK	84,119,100	99,129,500	(15,010,400)
MORTGAGE LOANS	8,039,809,715	7,062,762,004	977,047,711
OTHER LOANS	340,961,674	230,488,879	110,472,795
REAL ESTATE OWNED	85,904,496	118,643,398	(32,738,902)
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	48,010,971	14,607,857	33,403,114
OFFICE BLDG. (NET OF DEPR.) AND LAND	86,280,975	83,355,971	2,925,004
FURNITURE, FIXTURES, EQUIP. AND LEASEHOLD IMPV. (NET)	9,065,000	15,051,136	(5,986,136)
INVESTMENT IN SUBSIDIARY CORPORATIONS	52,819,737	47,187,500	5,632,237
DEFERRED CHARGES AND OTHER ASSETS	231,180,242	263,924,298	(32,744,056)
TOTAL ASSETS	<u>\$10,248,635,598</u>	<u>\$9,748,946,477</u>	<u>\$499,689,121</u>
<b>LIABILITIES AND EQUITY CAPITAL</b>			
LIABILITIES:			
DEPOSIT ACCOUNTS	\$6,759,766,186	\$5,711,596,755	\$1,048,169,431
ADVANCES FROM FHLB DALLAS	579,263,075	1,317,672,877	(738,409,802)
OTHER BORROWED MONEY	1,955,976,000	1,937,280,097	18,695,903
OTHER LIABILITIES	189,046,110	119,842,529	69,203,581
TOTAL LIABILITIES	<u>\$9,484,051,371</u>	<u>\$9,086,392,258</u>	<u>\$397,659,113</u>
EQUITY CAPITAL:			
PREFERRED STOCK	\$98,579,000	\$22,035,000	\$76,544,000
COMMON STOCK	25,682,435	27,588,685	(1,906,250)
PAID-IN SURPLUS	226,080,349	190,968,765	35,111,584
OTHER CAPITAL ACCOUNTS	20,539,489	796,234	19,743,255
RETAINED EARNINGS	393,702,954	421,165,535	(27,462,581)
	<u>\$764,584,227</u>	<u>\$662,554,219</u>	<u>\$102,030,008</u>
	<u>\$10,248,635,598</u>	<u>\$9,748,946,477</u>	<u>\$499,689,121</u>

TABLE VIII

**COMBINED STATEMENT OF CONDITION**  
**FEDERALLY CHARTERED SAVINGS AND LOAN ASSOCIATIONS**  
AS OF DECEMBER 31, 1995 AND DECEMBER 31, 1994

	33	34	%
	ASSOCIATIONS 12/31/95	ASSOCIATIONS 12/31/94	INCREASE/ (DECREASE)
			CHANGE
	<i>ASSETS</i>		
CASH ON HAND AND DEMAND DEPOSITS	\$1,722,646,552	\$2,314,150,066	(\$591,503,514)
SECURITIES AND INVESTMENTS	3,921,983,142	3,519,384,139	402,599,003
STOCK IN FEDERAL HOME LOAN BANK	407,889,800	297,720,300	110,169,500
MORTGAGE LOANS	34,960,110,081	33,442,219,102	1,517,890,979
OTHER LOANS	6,306,299,182	5,426,948,478	879,350,704
REAL ESTATE OWNED	96,201,618	306,501,770	(210,300,152)
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	2,541,314	7,930,245	(5,388,931)
OFFICE BLDG. (NET OF DEPR.) AND LAND	390,913,163	323,327,149	67,586,014
FURNITURE, FIXTURES, EQUIP. AND LEASEHOLD IMPV. (NET)	167,450,487	156,054,349	11,396,138
INVESTMENT IN SUBSIDIARY CORPORATIONS	55,505,435	33,548,139	21,957,296
DEFERRED CHARGES AND OTHER ASSETS	1,347,003,664	1,004,667,551	342,336,113
TOTAL ASSETS	<u>\$49,378,544,438</u>	<u>\$46,832,451,288</u>	<u>\$2,546,093,150</u>
			5.4%
	<i>LIABILITIES AND EQUITY CAPITAL</i>		
LIABILITIES:			
DEPOSIT ACCOUNTS	\$28,622,128,797	\$27,313,817,329	\$1,308,311,468
ADVANCES FROM FHLB DALLAS	7,695,229,895	7,368,967,399	326,262,496
OTHER BORROWED MONEY	7,696,768,352	8,051,756,721	(354,988,369)
OTHER LIABILITIES	1,781,792,965	998,088,721	783,704,244
TOTAL LIABILITIES	<u>\$45,795,920,009</u>	<u>\$43,732,630,170</u>	<u>\$2,063,289,839</u>
			4.7%
EQUITY CAPITAL:			
PREFERRED STOCK	\$523,955,873	\$422,218,873	\$101,737,000
COMMON STOCK	35,544,308	89,245,883	(53,701,575)
PAID-IN SURPLUS	1,546,965,324	1,419,561,570	127,403,754
OTHER CAPITAL ACCOUNTS	71,564,973	(18,504,574)	90,069,547
RETAINED EARNINGS	1,404,593,951	1,187,299,366	217,294,585
TOTAL EQUITY CAPITAL	<u>\$3,582,624,429</u>	<u>\$3,099,821,118</u>	<u>\$482,803,311</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$49,378,544,438</u>	<u>\$46,832,451,288</u>	<u>\$2,546,093,150</u>
			5.4%

TABLE IX

**TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES**

DECEMBER 31, 1995

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
ANDERSON	48,024	0	0	0
ANDREWS	14,338	0	0	0
ANGELINA	69,884	0	2	156,448,163
ARANSAS	17,892	0	0	0
ARCHER	7,973	0	0	0
ARMSTRONG	2,021	0	0	0
ATASCOSA	30,533	0	0	0
AUSTIN	19,832	0	0	0
BAILEY	7,064	0	0	0
BANDERA	10,562	0	0	0
BASTROP	38,263	1	0	33,203,500
BAYLOR	4,385	0	0	0
BEE	25,135	0	0	0
BELL	191,088	0	0	0
BEXAR	1,185,394	0	1	5,805,715,000
BLANCO	5,972	0	0	0
BORDEN	799	0	0	0
BOSQUE	15,125	0	0	0
BOWIE	81,665	0	0	0
BRAZORIA	191,707	0	0	0
BRAZOS	121,862	2	1	2,658,151,506
BREWSTER	8,681	0	0	0
BRISCOE	1,971	0	0	0
BROOKS	8,204	0	1	21,697,000
BROWN	34,371	0	0	0
BURLESON	13,625	0	0	0
BURNET	22,677	0	0	0
CALDWELL	26,392	0	0	0
CALHOUN	19,053	0	0	0
CALLAHAN	11,859	0	0	0
CAMERON	260,120	0	0	0
CAMP	9,904	0	1	38,868,986
CARSON	6,576	0	0	0
CASS	29,982	0	0	0
CASTRO	9,070	0	0	0
CHAMBERS	20,088	0	0	0
CHEROKEE	41,049	1	0	196,690,000
CHILDRESS	5,953	0	0	0
CLAY	10,024	0	0	0
COCHRAN	4,377	0	0	0
COKE	3,424	0	0	0
COLEMAN	9,710	0	0	0
COLLIN	264,036	0	0	0
COLLINGSWORTH	3,573	0	0	0

TABLE IX

**TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES**

DECEMBER 31, 1995

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
COLORADO	18,383	0	0	0
COMAL	51,832	0	0	0
COMMANCHE	13,381	0	0	0
CONCHO	3,044	0	0	0
COOKE	30,777	0	0	0
CORYELL	64,213	0	0	0
COTTLE	2,247	0	0	0
CRANE	4,652	0	0	0
CROCKETT	4,078	0	0	0
CROSBY	7,304	0	0	0
CULBERSON	3,407	0	0	0
DALLAM	5,461	0	1	66,238,000
DALLAS	1,852,810	1	4	27,584,909,726
DAWSON	14,349	0	0	0
DEAF SMITH	19,153	0	0	0
DELTA	4,857	0	0	0
DENTON	273,525	0	0	0
DEWITT	18,840	0	1	151,308,715
DICKENS	2,571	0	0	0
DIMMIT	10,433	0	0	0
DONLEY	3,696	0	0	0
DUVAL	12,918	0	0	0
EASTLAND	18,488	0	0	0
ECTOR	118,934	0	0	0
EDWARDS	2,266	0	0	0
ELLIS	85,167	0	0	0
EL PASO	591,610	0	1	129,369,000
ERATH	27,991	0	0	0
FALLS	17,712	0	0	0
FANNIN	24,804	0	0	0
FAYETTE	20,095	1	0	54,731,805
FISHER	4,842	0	0	0
FLOYD	8,497	0	0	0
FOARD	1,794	0	0	0
FORT BEND	225,421	1	1	273,456,720
FRANKLIN	7,802	0	0	0
FREESTONE	15,818	0	0	0
FRIO	13,472	0	0	0
GAINES	14,123	0	0	0
GALVESTON	217,399	0	0	0
GARZA	5,143	0	0	0
GILLESPIE	17,204	0	0	0
GLASSCOCK	1,447	0	0	0
GOLIAD	5,980	0	0	0

TABLE IX

**TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES**

DECEMBER 31, 1995

<b>COUNTIES</b>	<b>ESTIMATED POPULATION**</b>	<b>NO. OF STATE ASSOCIATIONS</b>	<b>NO. OF FEDERAL ASSOCIATIONS</b>	<b>COMBINED ASSETS</b>
GONZALES	17,205	0	0	0
GRAY	23,967	0	0	0
GRAYSON	95,021	0	0	0
GREGG	104,948	0	1	361,556,091
GRIMES	18,828	0	0	0
GUADALUPE	64,873	0	0	0
HALE	34,671	0	0	0
HALL	3,905	0	0	0
HAMILTON	7,733	0	0	0
HANSFORD	5,848	0	0	0
HARDEMAN	5,283	0	0	0
HARDIN	41,320	0	0	0
HARRIS	2,818,199	5	4	17,093,258,489
HARRISON	57,483	0	0	0
HARTLEY	3,634	0	0	0
HASKELL	6,820	0	0	0
HAYS	65,614	1	0	56,576,000
HEMPHILL	3,720	0	0	0
HENDERSON	58,543	0	0	0
HIDALGO	383,545	0	1	166,373,599
HILL	27,146	0	0	0
HOCKLEY	24,199	0	0	0
HOOD	28,981	0	0	0
HOPKINS	28,833	1	0	136,296,000
HOUSTON	21,375	0	0	0
HOWARD	32,343	0	0	0
HUDSPETH	2,915	0	0	0
HUNT	64,343	0	0	0
HUTCHINSON	25,689	0	0	0
IRION	1,629	0	0	0
JACK	6,981	0	0	0
JACKSON	13,039	1	0	35,866,561
JASPER	31,102	0	0	0
JEFF DAVIS	1,946	0	0	0
JEFFERSON	239,397	0	0	0
JIM HOGG	5,109	0	0	0
JIM WELLS	37,679	0	0	0
JOHNSON	97,165	0	0	0
JONES	16,490	0	0	0
KARNES	12,455	0	0	0
KAUFMAN	52,220	0	1	38,363,000
KENDALL	14,589	0	0	0
KENEDY	460	0	0	0
KENT	1,010	0	0	0

TABLE IX

**TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES**

DECEMBER 31, 1995

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
KERR	36,304	0	0	0
KIMBLE	4,122	0	0	0
KING	354	0	0	0
KINNEY	3,119	0	0	0
KLEBERG	30,274	0	0	0
KNOX	4,837	0	0	0
LAMAR	43,949	0	1	178,154,394
LAMB	15,072	0	1	40,120,008
LAMPASAS	13,521	0	0	0
LA SALLE	5,254	0	0	0
LAVACA	18,690	0	0	0
LEE	12,854	0	0	0
LEON	12,665	0	0	0
LIBERTY	52,726	0	0	0
LIMESTONE	20,946	0	0	0
LIPSCOMB	3,143	0	0	0
LIVE OAK	9,556	0	0	0
LLANO	11,631	0	0	0
LOVING	107	0	0	0
LUBBOCK	222,636	0	0	0
LYNN	6,758	0	0	0
MCCULLOCH	8,778	0	0	0
MCLENNAN	189,123	0	0	0
MCMULLEN	817	0	0	0
MADISON	10,931	0	0	0
MARION	9,984	0	0	0
MARTIN	4,956	0	0	0
MASON	3,423	0	0	0
MATAGORDA	36,928	0	0	0
MAVERICK	36,378	0	0	0
MEDINA	27,312	0	0	0
MENARD	2,252	0	0	0
MIDLAND	106,611	0	0	0
MILAM	22,946	0	0	0
MILLS	4,531	0	0	0
MITCHELL	8,016	0	0	0
MONTAGUE	17,274	0	0	0
MONTGOMERY	182,201	0	0	0
MOORE	17,865	0	0	0
MORRIS	13,200	0	0	0
MOTLEY	1,532	0	0	0
NACOGDOCHES	54,753	0	0	0
NAVARRO	39,926	0	0	0
NEWTON	13,569	0	0	0



TABLE IX

## TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES

DECEMBER 31, 1995

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
NOLAN	16,594	0	0	0
NUECES	291,145	0	1	1,278,038,000
OCHILTREE	9,128	1	0	40,682,253
OLDHAM	2,278	0	0	0
ORANGE	80,509	1	0	150,518,619
PALO PINTO	25,055	0	0	0
PANOLA	22,035	0	0	0
PARKER	64,785	0	0	0
PARMER	9,863	0	0	0
PECOS	14,675	0	0	0
POLK	30,687	0	0	0
POTTER	97,874	0	0	0
PRESIDIO	6,637	0	0	0
RAINS	6,715	0	0	0
RANDALL	89,673	0	0	0
REAGAN	4,514	0	0	0
REAL	2,412	0	0	0
RED RIVER	14,317	0	0	0
REEVES	15,852	0	0	0
REFUGIO	7,976	1	0	27,978,364
ROBERTS	1,025	0	0	0
ROBERTSON	15,511	0	0	0
ROCKWALL	25,604	1	0	62,521,730
RUNNELS	11,294	0	0	0
RUSK	43,735	0	1	60,075,519
SABINE	9,586	0	0	0
SAN AUGUSTINE	7,999	0	0	0
SAN JACINTO	16,372	0	0	0
SAN PATRICIO	58,749	0	0	0
SAN SABA	5,401	0	0	0
SCHLEICHER	2,990	0	0	0
SCURRY	18,634	1	0	49,938,000
SHACKELFORD	3,316	0	0	0
SHELBY	22,034	1	0	99,415,719
SHERMAN	2,858	0	0	0
SMITH	151,309	0	1	116,989,478
SOMERVELL	5,360	0	0	0
STARR	40,518	0	0	0
STEPHENS	9,010	0	0	0
STERLING	1,438	0	0	0
STONEWALL	2,013	0	0	0
SUTTON	4,135	0	0	0
SWISHER	8,133	0	0	0
TARRANT	1,170,103	1	2	959,176,413

TABLE IX

**TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES**

DECEMBER 31, 1995

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
TAYLOR	119,655	0	0	0
TERRELL	1,410	0	0	0
TERRY	13,218	0	0	0
THROCKMORTON	1,880	0	0	0
TITUS	24,009	0	0	0
TOM GREEN	98,458	0	0	0
TRAVIS	576,407	3	1	1,149,965,000
TRINITY	11,445	0	0	0
TYLER	16,646	0	0	0
UPSHUR	31,370	0	1	34,319,763
UPTON	4,447	0	0	0
UVALDE	23,340	0	0	0
VAL VERDE	38,721	0	0	0
VAN ZANDT	37,944	0	0	0
VICTORIA	74,361	0	1	175,141,590
WALKER	50,917	0	0	0
WALLER	23,390	0	0	0
WARD	13,115	0	0	0
WASHINGTON	26,154	0	0	0
WEBB	133,239	0	0	0
WHARTON	39,955	0	0	0
WHEELER	5,879	0	0	0
WICHITA	122,378	0	0	0
WILBARGER	15,121	0	0	0
WILLACY	17,705	0	0	0
WILLIAMSON	139,551	0	0	0
WILSON	22,650	0	0	0
WINKLER	8,626	0	0	0
WISE	34,679	0	0	0
WOOD	29,380	0	1	84,922,325
YOAKUM	8,786	0	0	0
YOUNG	18,126	0	1	60,145,000
ZAPATA	9,279	0	0	0
ZAVALA	12,162	0	0	0
<b>TOTALS</b>	<b>16,986,510</b>	<b>25</b>	<b>33</b>	<b>59,627,180,036</b>

\*\* SOURCE: Population Totals from the 1990 Census for Texas Counties as released January 25, 1991 by the Bureau of the Census U.S. Department of Commerce

TABLE X

**TEXAS ASSOCIATIONS--BY ASSET SIZE**  
DECEMBER 31, 1995

RANK	ASSOCIATION/CITY	ASSETS IN MILLIONS		RANK
		1995	1994	
1	FIRST NATIONWIDE BANK, FSB, DALLAS	\$14,736.4	\$14,745.5	1
2	BANK UNITED OF TEXAS, F.S.B., HOUSTON	11,588.9	9,615.5	2
3	GUARANTY FEDERAL BANK, DALLAS	8,936.1	8,758.7	3
4	USAA FEDERAL SAVINGS BANK, SAN ANTONIO	5,805.7	4,768.7	4
5	COASTAL BANC <i>ssb</i> , HOUSTON	2,781.3	2,299.7	7
6	BLUEBONNET SAVINGS BANK, F.S.B., DALLAS	2,656.1	3,120.5	6
7	FIRST AMERICAN BANK, SSB, BRYAN	2,568.9	3,134.2	5
8	GUARDIAN SAVINGS AND LOAN ASSN., HOUSTON	1,999.0	1,971.3	8
9	PACIFIC SOUTHWEST BANK, CORPUS CHRISTI	1,278.0	1,167.6	10
10	BEAL BANK, SSB, DALLAS	1,128.0	488.3	12
11	FRANKLIN FEDERAL BANCORP, F.S.B., AUSTIN	917.5	1,168.9	9
12	COLONIAL SAVINGS, F.A., FORT WORTH	659.0	551.5	11
13	FIRST FEDERAL SAVINGS BANK OF NORTH TEXAS, LONGVIEW	361.6	129.4	26
14	FIRST HEIGHTS BANK, F.S.B., HOUSTON	252.1	375.6	13
15	FORT BEND FEDERAL SAVINGS & LOAN ASSN., ROSENBERG	240.8	229.9	16
16	JACKSONVILLE SAVINGS & LOAN ASSN., JACKSONVILLE	196.7	185.9	17
17	FIRST FEDERAL SAVINGS & LOAN ASSN., PARIS	178.2	173.1	19
18	SOUTH TEXAS SAVINGS BANK, F.S.B., VICTORIA	175.1	162.9	20
19	RIVER VALLEY BANK, F.S.B., WESLACO	166.4	250.8	14
20	CUERO FEDERAL SAVINGS & LOAN ASSN., CUERO	151.3	152.0	21
21	FIRST AMERICAN SAVINGS BANK, SSB, BEDFORD	150.5	148.7	22
22	ORANGE SAVINGS & LOAN ASSN., ORANGE	150.5	148.5	23
23	FIRST SAVINGS BANK, A FED. SAVINGS BANK, ARLINGTON	149.6	107.8	31
24	HOUSTON SAVINGS ASSN., HOUSTON	146.0	91.2	34
25	LOAN AND BUILDING STATE SAVINGS BANK, SULPHUR SPRINGS	136.3	128.1	27
26	HORIZON BANK & TRUST, SSB, AUSTIN	132.7	95.7	33
27	CHARTER BANK, SSB, HOUSTON	129.9	140.4	24
28	SUN WORLD SAVINGS BANK, F.S.B., EL PASO	129.4	126.3	28
29	MERCANTILE BANK & TRUST, FSB, DALLAS	128.3	137.4	25
30	THE BANK OF EAST TEXAS, SSB, LUFKIN	121.9	124.7	29
31	FIRST FEDERAL SAVINGS & LOAN ASSN., TYLER	117.0	121.3	30
32	LIBERTY SAVINGS ASSN., HOUSTON	106.1	96.2	32
33	SHELBY SAVINGS BANK, SSB, CENTER	99.4	67.8	36
34	MINEOLA FEDERAL SAVINGS & LOAN ASSN., MINEOLA	84.9	85.5	35
35	DALHART FEDERAL SAVINGS & LOAN ASSN., DALHART	66.2	59.8	38

TABLE X

**TEXAS ASSOCIATIONS--BY ASSET SIZE**  
DECEMBER 31, 1995

RANK	ASSOCIATION/CITY	ASSETS IN MILLIONS		RANK
		1995	1994	
36	TEXAS HERITAGE SAVINGS ASSN./BANC, ROWLETT	62.5	53.7	45
37	GRAHAM SAVINGS & LOAN, F.A., GRAHAM	60.1	60.0	37
38	HENDERSON FEDERAL SAVINGS ASSOC., HENDERSON	60.1	59.5	39
39	FIRST FEDERAL SAVINGS BANK, BRYAN	59.8	55.7	42
40	BALCONES BANK, SSB, SAN MARCOS	56.6	54.8	43
41	FAYETTE SAVINGS ASSN., LA GRANGE	54.7	54.4	44
42	LIFE SAVINGS BANK, SSB, AUSTIN	53.8	48.3	46
43	SNYDER SAVINGS & LOAN ASSN., SNYDER	49.9	47.3	47
44	WORLD SAVINGS BANK, SSB, AUSTIN	45.9	NA	NA
45	GREAT SOUTHWEST BANK, F.S.B., HOUSTON	45.2	45.3	48
46	PREFERRED BANK, FSB, HOUSTON	44.7	30.6	59
47	INTERSTATE SAVINGS & LOAN ASSN., PERRYTON	40.7	40.6	49
48	FIRST FEDERAL SAVINGS & LOAN ASSN., LITTLEFIELD	40.1	39.1	50
49	CYPRESS BANK, F.S.B., PITTSBURG	38.9	37.7	51
50	TERRELL FEDERAL SAVINGS & LOAN ASSN., TERRELL	38.4	36.9	52
51	MID-COAST SAVINGS BANK, S.S.B., EDNA	35.9	35.0	55
52	ANGELINA SAVINGS BANK, FSB, LUFKIN	34.6	35.1	54
53	GILMER SAVINGS BANK, F.S.B., GILMER	34.3	33.9	56
54	SMITHVILLE SAVINGS & LOAN ASSN., SMITHVILLE	33.2	30.7	58
55	FIRSTBANC SAVINGS ASSN. OF TEXAS, MISSOURI CITY	32.6	35.6	53
56	HOMESTEAD BANK, SSB, COLLEGE STATION	29.4	32.1	57
57	OLYMPIC SAVINGS ASSN., REFUGIO	28.0	26.7	60
58	GREATER SOUTH TEXAS BANK, FSB, FALFURRIAS	21.7	22.2	61

TABLE XI

**TEXAS ASSOCIATIONS--BY SAVINGS SIZE**  
DECEMBER 31, 1995

RANK	ASSOCIATION/CITY	SAVINGS IN MILLIONS		RANK
		1995	1994	
1	FIRST NATIONWIDE BANK, FSB, DALLAS	\$9,895.9	\$9,074.4	1
2	GUARANTY FEDERAL BANK, FSB, DALLAS	6,375.1	6,722.2	2
3	BANK UNITED OF TEXAS, F.S.B., HOUSTON	5,036.8	4,769.2	3
4	USAA FEDERAL SAVINGS BANK, SAN ANTONIO	2,081.7	1,694.2	4
5	FIRST AMERICAN BANK, SSB, BRYAN	1,610.0	1,517.2	5
6	GUARDIAN SAVINGS AND LOAN ASSN., HOUSTON	1,375.1	1,272.7	6
7	COASTAL BANC <i>ssb</i> , HOUSTON	1,287.6	1,140.2	7
8	BLUEBONNET SAVINGS BANK, F.S.B., DALLAS	1,060.1	1,087.0	8
9	BEAL BANK, SSB, DALLAS	986.0	261.3	12
10	PACIFIC SOUTHWEST BANK, CORPUS CHRISTI	930.9	677.9	10
11	FRANKLIN FEDERAL BANCORP, F.S.B., AUSTIN	567.9	705.5	9
12	COLONIAL SAVINGS, F.A., FORT WORTH	441.1	344.8	11
13	FIRST FEDERAL SAVINGS BANK OF NORTH TEXAS, LONGVIEW	322.0	116.7	24
14	FORT BEND FEDERAL SAVINGS & LOAN ASSN., ROSENBERG	214.8	192.2	14
15	JACKSONVILLE SAVINGS & LOAN ASSN., JACKSONVILLE	173.7	157.5	15
16	SOUTH TEXAS SAVINGS BANK, F.S.B., VICTORIA	159.3	150.1	17
17	FIRST FEDERAL SAVINGS & LOAN ASSN., PARIS	155.0	150.0	18
18	HOUSTON SAVINGS ASSN., HOUSTON	138.0	64.8	35
19	RIVER VALLEY BANK, F.S.B., WESLACO	137.6	139.4	20
20	FIRST AMERICAN SAVINGS BANK, SSB, BEDFORD	136.0	130.6	22
21	CUERO FEDERAL SAVINGS & LOAN ASSN., CUERO	133.3	126.9	23
22	ORANGE SAVINGS & LOAN ASSN., ORANGE	132.8	132.5	21
23	HORIZON BANK & TRUST, SSB, AUSTIN	121.8	82.7	31
24	SUN WORLD SAVINGS BANK, F.S.B., EL PASO	112.5	108.6	26
25	THE BANK OF EAST TEXAS, SSB, LUFKIN	110.0	113.9	25
26	FIRST SAVINGS BANK, A FEDERAL SAVINGS BANK, ARLINGTON	109.3	76.7	32
27	LOAN AND BUILDING STATE SAVINGS BANK, SULPHUR SPRINGS	102.0	98.7	29
28	FIRST FEDERAL SAVINGS & LOAN ASSN., TYLER	97.2	99.8	28
29	MERCANTILE BANK & TRUST, FSB, DALLAS	94.4	85.6	30
30	SHELBY SAVINGS BANK, SSB, CENTER	90.0	61.5	36
31	CHARTER BANK, SSB, HOUSTON	88.9	101.8	27
32	LIBERTY SAVINGS ASSN., HOUSTON	83.1	75.5	33
33	MINEOLA FEDERAL SAVINGS & LOAN ASSN., MINEOLA	69.4	69.0	34
34	DALHART FEDERAL SAVINGS & LOAN ASSN., DALHART	56.3	55.0	37
35	FIRST FEDERAL SAVINGS BANK, BRYAN	55.0	51.2	40

TABLE XI

**TEXAS ASSOCIATIONS--BY SAVINGS SIZE**  
DECEMBER 31, 1995

RANK	ASSOCIATION/CITY	SAVINGS IN MILLIONS		RANK
		1995	1994	
36	GRAHAM SAVINGS & LOAN, F.A., GRAHAM	54.2	54.4	38
37	HENDERSON FEDERAL SAVINGS ASSOC., HENDERSON	53.7	53.8	39
38	TEXAS HERITAGE SAVINGS ASSN./BANC, ROWLETT	53.3	40.5	45
39	BALCONES BANK, SSB, SAN MARCOS	47.6	47.4	42
40	FAYETTE SAVINGS ASSN., LA GRANGE	47.4	47.3	43
41	PREFERRED BANK, FSB, HOUSTON	41.1	28.3	56
42	GREAT SOUTHWEST BANK, F.S.B., HOUSTON	41.1	35.6	48
43	LIFE SAVINGS BANK, SSB, AUSTIN	41.0	35.7	47
44	FIRST HEIGHTS BANK, F.S.B., HOUSTON	36.7	152.8	16
45	INTERSTATE SAVINGS & LOAN ASSN., PERRYTON	35.9	36.2	46
46	WORLD SAVINGS BANK, SSB, AUSTIN	35.4	NA	38
47	SNYDER SAVINGS & LOAN ASSN., SNYDER	34.8	32.3	52
48	FIRST FEDERAL SAVINGS & LOAN ASSN., LITTLEFIELD	34.7	34.4	49
49	CYPRESS BANK, F.S.B., PITTSBURG	34.3	31.8	53
50	TERRELL FEDERAL SAVINGS & LOAN ASSN., TERRELL	33.6	33.4	50
51	ANGELINA SAVINGS BANK, FSB, LUFKIN	31.3	32.4	51
52	SMITHVILLE SAVINGS & LOAN ASSN., SMITHVILLE	30.1	28.0	58
53	FIRSTBANC SAVINGS ASSN. OF TEXAS, MISSOURI CITY	28.9	30.5	54
54	MID-COAST SAVINGS BANK, SSB, EDNA	28.7	28.5	55
55	HOMESTEAD BANK, SSB, COLLEGE STATION	27.1	28.0	57
56	GILMER SAVINGS BANK, F.S.B., GILMER	25.7	25.5	59
57	OLYMPIC SAVINGS ASSN., REFUGIO	23.5	22.2	60
58	GREATER SOUTH TEXAS BANK, FSB, FALFURRIAS	19.8	20.2	61

**1995 ACTIVITY FOR  
STATE AND FEDERAL INSTITUTIONS IN TEXAS**

**STATE SAVINGS BANK  
CHARTER ACTIVITY**

**Conversions**

From:	West Loop Savings and Loan Association, Houston, Texas	
To:	Charter Bank, SSB, Houston, Texas	1/10/95
From:	Homestead Savings Association of Texas, College Station, Texas	
To:	Homestead Bank, <sup>SSB</sup> , College Station, Texas	5/1/95
From:	Mid-Coast Savings and Loan Association, Edna, Texas	
To:	Mid-Coast Savings Bank, S.S.B., Edna, Texas	6/23/95
From:	Sulphur Springs Loan & Building Association, Sulphur Springs, Texas	
To:	Loan and Building State Savings Bank, Sulphur Springs, Texas	11/13/95

**De novo Charter**

Name:	World Savings Bank, SSB, Austin, Texas	1/17/95
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**STATE CHARTERED MERGER  
WITH STATE BANK SURVIVOR**

Merger of:	North Plains Savings and Loan Association, Dumas, Texas	
Into:	First State Bank, Stratford, Texas	1/3/95

**STATE CHARTERED MERGERS  
WITH FEDERAL SURVIVOR**

Merger of:	North Texas Savings and Loan Association, Denton, Texas	
Into:	First Federal Savings Bank of Longview, Longview, Texas	5/31/95
Merger of:	Shelby-Panola Savings Association, Carthage, Texas	
Into:	First Federal Savings Bank of Longview, Longview, Texas	7/10/95

**STATE CHARTERED BRANCH OFFICES  
APPROVED**

Horizon Bank & Trust, SSB, Round Rock	2/14/95
Beal Bank, SSB, Houston	3/9/95
Shelby Savings Bank, SSB, Hemphill*	3/14/95
Shelby Savings Bank, SSB, San Augustine*	3/14/95
Texas Heritage Savings Association/Banc, Rockwall	5/4/95
Life Savings Bank, SSB, Lakeline Mall, Austin	6/23/95
Loan & Building State Savings Bank, Texarkana	10/9/95
Life Savings Bank, SSB, Austin	10/9/95

\*Purchased from NationsBank, N.A.

**STATE CHARTERED NAME CHANGE APPROVED**

From:	World Savings Bank of Texas, SSB, Austin, Texas	
To:	World Savings Bank, SSB, Austin, Texas	3/9/95

**NATIONAL BANK MERGER WITH STATE SAVINGS BANK SURVIVOR**

Merger of:	Texas Capital Bank, N.A., Dallas	
Into:	Coastal Banc ssb, Houston	11/1/95

**FEDERAL CHARTERED NAME CHANGES APPROVED**

From:	Greater South Texas Federal Savings Bank, Falfurrias	
To:	Greater South Texas Bank, FSB, Falfurrias	3/29/95
From:	First Federal Savings Bank of Longview, Longview	
To:	First Federal Savings Bank of North Texas, Longview	8/31/95



**FEDERAL CHARTERED BRANCH OFFICES  
APPROVED**

Bank United of Texas, FSB, Houston	1/19/95
First Federal Savings & Loan Association of Littlefield, Littlefield	3/8/95
Bank United of Texas, FSB, Fort Worth	4/3/95
Bank United of Texas, FSB, Fort Worth	4/3/95
Bank United of Texas, FSB, Southlake	4/3/95
Guaranty Federal Bank, FSB, Corsicana	5/31/95
Bank United of Texas, FSB, Houston	9/21/95
Pacific Southwest Bank, Corpus Christi	11/9/95
Bank United of Texas, FSB, Houston	11/14/95

**STATE CHARTERED REMOTE SERVICE UNITS APPROVED**

Horizon Bank & Trust, SSB, Austin (2)	6/5/95
First American Bank, SSB, San Angelo	10/6/95

**FEDERAL BYLAW/CHARTER  
APPLICATIONS APPROVED**

Bank United of Texas, FSB, Houston	3/28/95
South Texas Savings Bank, FSB, Victoria	4/6/95
Graham Savings & Loan Association, FA, Graham	5/17/95
First Savings Bank, a FSB, Arlington	6/20/95
Sun World Savings Bank, FSB, El Paso	8/9/95
First Federal Savings Bank of North Texas, Longview	8/28/95
Pacific Southwest Bank, Corpus Christi	8/30/95
Sun World Savings Bank, FSB, El Paso	8/31/95
First Federal Savings Bank, Bryan	10/2/95
Bluebonnet Savings Bank, FSB, Dallas	11/3/95
Bluebonnet Savings Bank, FSB, Dallas	11/13/95
South Texas Savings Bank, FSB, Victoria	11/15/95

## SUBSEQUENT STATE ACTIVITY 1996

### *Branch Offices Approved*

Beal Bank, SSB, Chicago, IL 1/24/96  
World Savings Bank, SSB, Austin 3/26/96

### *Conversion to State Savings Bank Charter*

From: Lufkin Federal Savings & Loan Association, Lufkin  
To: The Bank of East Texas, SSB Effective 1/17/96

### *Conversion from State Savings & Loan Association to Federal Savings Bank Approved*

From: Houston Savings Association, Houston  
To: Houston Savings Bank, fsb Effective 3/12/96

### *Interim Merger with State Savings Bank Survivor Approved*

Merger of: New Bedford Bank, S.S.B., Fort Worth  
Into: First American Savings Bank, SSB, Bedford 2/27/96

### *Merger with Federal Savings Bank with Federal Savings Bank Survivor Approved*

Merger of: Great Southwest Bank, fsb, Houston  
Into: Houston Savings Association, Houston 3/7/96

### *Reorganization of State S&L into Stock Holding Company Form of Ownership Approved*

Jacksonville Savings and Loan Association, Jacksonville 3/28/96

### *Remote Service Unit Approved*

Life Savings Bank, SSB, Austin 3/29/96

## HOME OFFICE BY CITY

ARLINGTON	First Savings Bank, A Federal Savings Bank
AUSTIN	Franklin Federal Bancorp, FSB Horizon Bank & Trust, SSB Life Savings Bank, SSB World Savings Bank, SSB
BEDFORD	First American Savings Bank, SSB
BRYAN	First American Bank, SSB First Federal Savings Bank
CENTER	Shelby Savings Bank, SSB
COLLEGE STATION	Homestead Bank, SSB
CORPUS CHRISTI	Pacific Southwest Bank, FSB
CUERO	Cuero Federal Savings & Loan Association
DALHART	Dalhart Federal Savings & Loan Association
DALLAS	Beal Bank, SSB Bluebonnet Savings Bank, FSB First Nationwide Bank, FSB Guaranty Federal Bank, F.S.B. Mercantile Bank and Trust, FSB
EDNA	Mid-Coast Savings Bank, SSB
EL PASO	Sun World Savings Bank, FSB
FALFURRIAS	Greater South Texas Bank, FSB
FORT WORTH	Colonial Savings, F. A.
GILMER	Gilmer Savings Bank, FSB
GRAHAM	Graham Savings and Loan, F. A.
HENDERSON	Henderson Federal Savings Association

**HOME OFFICE BY CITY**  
**Continued**

HOUSTON	Bank United of Texas FSB Charter Bank, SSB Coastal Banc ssb First Heights Bank, fsb Great Southwest Bank, fsb Guardian Savings and Loan Association Houston Savings Association Liberty Savings Association Preferred Bank, f.s.b.
JACKSONVILLE	Jacksonville Savings and Loan Association
LA GRANGE	Fayette Savings Association
LITTLEFIELD	First Federal Savings and Loan Association
LONGVIEW	First Federal Savings Bank of North Texas
LUFKIN	Angelina Savings Bank, FSB The Bank of East Texas, S.S.B.
MINEOLA	Mineola Federal Savings & Loan Association
MISSOURI CITY	FirstBanc Savings Association of Texas
ORANGE	Orange Savings and Loan Association
PARIS	First Federal Savings and Loan Association
PERRYTON	Interstate Savings and Loan Association
PITTSBURG	Cypress Bank, Federal Savings Bank
REFUGIO	Olympic Savings Association
ROSENBERG	Fort Bend Federal Savings & Loan Assn. of Rosenberg
ROWLETT	Texas Heritage Savings Association/Banc

**HOME OFFICE BY CITY**  
**Continued**

SAN ANTONIO	USAA Federal Savings Bank
SAN MARCOS	Balcones Bank, SSB
SMITHVILLE	Smithville Savings and Loan Association
SNYDER	Snyder Savings and Loan Association
SULPHUR SPRINGS	Loan & Building State Savings Bank
TERRELL	Terrell Federal Savings & Loan Association
TYLER	First Federal Savings and Loan Association
VICTORIA	South Texas Savings Bank, fsb
WESLACO	River Valley Bank, F.S.B.
IRWINDALE, CA	Savings of America (subsidiary of Home Savings of America, FSB)
OAKLAND, CA	World Savings and Loan Association, FSLA

## INDEX OF INSTITUTIONS

Angelina Savings Bank, FSB .....	Lufkin
Balcones Bank, SSB .....	San Marcos
Bank United of Texas, FSB .....	Houston
Beal Bank, SSB .....	Dallas
Bluebonnet Savings Bank, FSB .....	Dallas
Charter Bank, SSB .....	Houston
Coastal Banc ssb .....	Houston
Colonial Savings, F. A. ....	Fort Worth
Cuero Federal S & L Association .....	Cuero
Cypress Bank, FSB .....	Pittsburg
Dalhart Federal S & L Association .....	Dalhart
Fayette Savings Association .....	La Grange
First American Bank, SSB .....	Bryan
First American Savings Bank, SSB .....	Bedford
FirstBanc Savings Association of Texas .....	Missouri City
First Federal Savings Bank .....	Bryan
First Federal Savings Bank of North Texas .....	Longview
First Federal S & L Association .....	Littlefield
First Federal S & L Association .....	Paris
First Federal S & L Association .....	Tyler
First Heights Bank, fsb .....	Houston
First Nationwide Bank, FSB .....	Dallas
First Savings Bank, FSB .....	Arlington
Fort Bend Federal S & L Association .....	Rosenberg
Franklin Federal Bancorp, FSB .....	Austin
Gilmer Savings Bank, FSB .....	Gilmer
Graham Savings & Loan, F A .....	Graham
Great Southwest Bank, fsb .....	Houston
Greater South Texas Bank, FSB .....	Falfurrias
Guaranty Federal Bank, FSB .....	Dallas
Guardian S & L Association .....	Houston
Henderson Federal Savings Association .....	Henderson
Homestead Bank, SSB .....	College Station
Horizon Bank & Trust, SSB .....	Austin
Houston Savings Association .....	Houston
Interstate S & L Association .....	Perryton
Jacksonville S & L Association .....	Jacksonville
Liberty Savings Association .....	Houston
Life Savings Bank, SSB .....	Austin
Loan & Building State Savings Bank .....	Sulphur Springs
Lufkin Federal S & L Association .....	Lufkin
Mercantile Bank & Trust, FSB .....	Dallas
Mid-Coast Savings Bank, SSB .....	Edna

## INDEX OF INSTITUTIONS

### Continued

Mineola Federal S & L Association .....	Mineola
Olympic Savings Association .....	Refugio
Orange S & L Association .....	Orange
Pacific Southwest Bank, FSB .....	Corpus Christi
Preferred Bank, fsb .....	Houston
River Valley Bank, FSB .....	Weslaco
Savings of America .....	Irwindale, CA
Shelby Savings Bank, SSB .....	Center
Smithville S & L Association .....	Smithville
Snyder S & L Association .....	Snyder
South Texas Savings Bank, fsb .....	Victoria
Sun World Savings Bank, FSB .....	El Paso
Terrell Federal S & L Association .....	Terrell
Texas Heritage Savings Association/Banc .....	Rowlett
The Bank of East Texas, SSB .....	Lufkin
USAA Federal Savings Bank .....	San Antonio
World S & L Association, FSLA .....	Oakland, CA
World Savings Bank, SSB .....	Austin

# ARLINGTON

## First Savings Bank, A Federal Savings Bank

Street Address: 301 S. Center, Ste. 120, 76010

817/861-3633

Mail Address: P.O. Box 1959, 76004-1959

FAX 817/861-9282

Managing Officer: Richard J. Driscoll, President

Other Officers: Kay Gurley, VP/Controller; Rhonda Mirisciotti, VP/Operations;  
 Bennett Carter, VP/Lending; Bill Eikenberry, VP/Secondary Investments; Ken  
 Eskridge, VP/Lending; Tamara Hambright, VP; Harold Patterson, VP; Phyllis  
 Hecht, AVP; Frank Richards, AVP; Pete Callis, AVP; Donna Haisler, Assistant  
 Controller

Board of Directors: Richard J. Driscoll, Charles Green, Don Buchholz, Robert  
 Buchholz, Mike Patterson

Charter Number: 4616

Number of Authorized Branches: 0

Charter Date: 03/31/86

Number of Operating Branches: 0

Date Insured: 03/31/86

Number of Operating Agencies: 0

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 7,811,000
Securities and Investments .....	02	-0-
Stock In Federal Home Loan Bank .....	03	1,643,000
Mortgage Loans (Incl. MBS) .....	04	127,535,000
Other Loans .....	05	10,748,000
Real Estate Owned .....	06	818,000
Investment In Real Estate .....	07	-0-
Office Premises & Equipment, net .....	08	214,166
Investments in Subsidiary Corporations .....	09	48,000
Goodwill .....	10	-0-
Other Assets and Deferred Charges .....	11	821,247
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 149,638,413</b>

#### LIABILITIES

Deposit Accounts .....	13	109,326,169
Advances from FHLB of Dallas .....	14	26,000,000
Other Borrowed Money .....	15	-0-
Other Liabilities .....	16	1,650,000
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 136,976,169</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	-0-
Common Stock .....	19	2,400,000
Paid-In Surplus .....	20	2,056,000
Other Capital Accounts .....	21	-0-
Retained Earnings .....	22	8,206,244
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 12,662,244</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 149,638,413</b>



# AUSTIN

## Franklin Federal Bancorp, FSB

Street Address: 111 Congress, 78701

512/477-5000

Mail Address: P.O. Box 1723, 78767

Managing Officer: Leonard Huber, President

Other Officers: Richard E. Burciaga, EVP; Sharon J. Kincaid, EVP; R.T. Pigott, Jr.,  
EVP; Timothy Crowley, EVP

Board of Directors: Robert H. Dedman, Sr., Chairman, Dr. Isabella Cunningham,  
Robert H. Dedman, Jr., John H. Gray, Judge John L. Hill, Jr., Leonard Huber,  
James P. McCoy, Jr., Lowell H. Lebermann, Jr., Frank W. Maresh

Charter Number: 4499

Number of Authorized Branches: 13

Charter Date: 09/30/88

Number of Operating Branches: 10

Date Insured: 09/30/88

Number of Operating Agencies: 0

Branch Locations: Austin, Lockhart, Round Rock, McAllen, Mission

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 18,062
Securities and Investments .....	02	381,874
Stock in Federal Home Loan Bank .....	03	22,971
Mortgage Loans (inc. MBS) .....	04	355,812
Other Loans .....	05	117,128
Real Estate Owned .....	06	408
Investment in Real Estate .....	07	-
Office Premises & Equipment, net .....	08	4,087
Investments in Subsidiary Corporations .....	09	1,876
Goodwill .....	10	3,448
Other Assets and Deferred Charges .....	11	11,853
TOTAL ASSETS .....	12	<u>\$917,513</u>

#### LIABILITIES

Deposit Accounts .....	13	\$ 587,870
Advances from FHLB of Dallas .....	14	280,400
Other Borrowed Money .....	15	9,673
Other Liabilities .....	16	9,931
TOTAL LIABILITIES .....	17	<u>\$867,874</u>

#### EQUITY CAPITAL

Preferred Stock .....	18	\$ -
Common Stock .....	19	-
Paid-in Surplus .....	20	25,000
Other Capital Accounts .....	21	(9,010)
Retained Earnings .....	22	33,649
TOTAL EQUITY CAPITAL .....	23	<u>\$ 49,639</u>
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24	<u>\$917,513</u>

## AUSTIN Continued

### Horizon Bank & Trust, SSB

Street Address: 5800 N. Mopac Blvd., 78731-4258

512/371-0700

Mail Address: P.O. Box 9600, 78766

FAX 512/371-9498

Managing Officer: Douglas B. Kadison, President

Other Officers: Charles S. Nichols, Jr., EVP; Nancy A. Nichols, SVP; Paul A. Antrim,  
EVP/CFO/Secretary

Board of Directors: Douglas B. Kadison, Chairman, Paul A. Antrim, Charles S.

Nichols, Jr., Robert J. Ellis, Howard H. Owen, Larry Rother, Michael Rotman,  
M.D., S. Mark Powell

Charter Number: 6

Number of Authorized Branches: 8

Charter Date: 08/31/94

Number of Operating Branches: 8

Date Insured: 08/16/85

Number of Operating Agencies: 0

Branch Locations: Austin

#### STATEMENT OF CONDITION - DECEMBER 31, 1995

##### ASSETS

Cash on Hand and Demand Deposits . . . . .	01	\$ 30,104,000
Securities and Investments . . . . .	02	6,052,000
Stock in Federal Home Loan Bank/Federal Reserve Bank . . . . .	03	459,000
Mortgage Loans (Incl. MBS) . . . . .	04	71,271,000
Other Loans . . . . .	05	15,654,000
Real Estate Owned . . . . .	06	166,000
Investment in Real Estate . . . . .	07	0
Office Premises & Equipment, net . . . . .	08	6,271,000
Investments in Subsidiary Corporations . . . . .	09	101,000
Goodwill . . . . .	10	376,000
Other Assets and Deferred Charges . . . . .	11	2,246,000
<b>TOTAL ASSETS</b> . . . . .	<b>12</b>	<b>\$ 132,705,000</b>

##### LIABILITIES

Deposit Accounts . . . . .	13	121,766,000
Advances from FHLB of Dallas . . . . .	14	0
Other Borrowed Money . . . . .	15	0
Other Liabilities . . . . .	16	824,000
<b>TOTAL LIABILITIES</b> . . . . .	<b>17</b>	<b>\$ 122,590,000</b>

##### EQUITY CAPITAL

Preferred Stock . . . . .	18	0
Common Stock . . . . .	19	1,400,000
Paid-in Surplus . . . . .	20	3,885,000
Other Capital Accounts . . . . .	21	37,000
Retained Earnings . . . . .	22	4,793,000
<b>TOTAL EQUITY CAPITAL</b> . . . . .	<b>23</b>	<b>\$ 10,115,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b> . . . . .	<b>24</b>	<b>\$ 132,705,000</b>

## AUSTIN Continued

### Life Savings Bank, SSB

Street Address: 6132 Hwy. 290 West, 78735

512/892-5433

Mail Address: 6132 Hwy. 290 West, 78735

FAX 512/892-7967

Managing Officer: Kay Glover, CEO

Other Officers: Joan Gillett, President; Loraine H. Hunt, EVP; Kenneth L. Anderson, EVP; Bradley Rife, EVP; Cathy Berry-Coneway, VP; Mary Reeder, VP

Board of Directors: J. Frederick Welling, Chairman, Kay Glover, Vice Chairman, Al Welling, Joan Gillett, Sam McAnally, Rocky Hernandez, Gerald Daugherty (Advisory), Cathy Berry-Coneway (Advisory), Judd Welling (Advisory), Mike Thornton (Advisory), Howard B. Miller (Advisory), Phil Dopson (Advisory), L. Alvis Vandygriff, Director Emeritus, W.A. Kuchar, Retired

Charter Number: 1

Number of Authorized Branches: 3

Charter Date: 01/21/94

Number of Operating Branches: 3

Date Insured: 04/01/86

Number of Operating Agencies: 0

### Branch Locations: Austin

#### STATEMENT OF CONDITION - DECEMBER 31, 1985

##### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 2,900,000
Securities and Investments.....	02	3,635,000
Stock In Federal Home Loan Bank .....	03	563,000
Mortgage Loans (Incl. MBS) .....	04	34,598,000
Other Loans .....	05	8,676,000
Real Estate Owned .....	06	334,000
Investment in Real Estate .....	07	1,718,000
Office Premises & Equipment, net.....	08	802,000
Investments in Subsidiary Corporations .....	09	1,000
Goodwill .....	10	0
Other Assets and Deferred Charges .....	11	611,000
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$53,838,000</b>

##### LIABILITIES

Deposit Accounts .....	13	40,967,000
Advances from FHLB of Dallas.....	14	9,058,000
Other Borrowed Money .....	15	0
Other Liabilities .....	16	805,000
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$50,830,000</b>

##### EQUITY CAPITAL

Preferred Stock .....	18	0
Common Stock .....	19	1,800,000
Paid-in Surplus .....	20	1,500,000
Other Capital Accounts .....	21	0
Retained Earnings .....	22	(292,000)
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 3,008,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$53,838,000</b>

## AUSTIN Continued

### World Savings Bank, SSB

Street Address: 9777 Great Hills Trail, 78750

512/343-7585

Mail Address: 9777 Great Hills Trail, 78750

Managing Officer: Herbert M. Sandler

Other Officers:

Board of Directors: Herbert M. Sandler & Marion O. Sandler, Chairman, Louis J.

Galen, William D. McKee, Kenneth T. Rosen

Charter Number: 10

Number of Authorized Branches: 0

Charter Date: 01/12/95

Number of Operating Branches: 0

Date Insured: 01/17/95

Number of Operating Agencies: 0

Branch Locations: N/A

#### STATEMENT OF CONDITION - DECEMBER 31, 1995

##### ASSETS

Cash on Hand and Demand Deposits	01	\$ 571,000
Securities and Investments	02	<u>6,060,000</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>0</u>
Mortgage Loans (Incl. MBS)	04	<u>38,232,000</u>
Other Loans	05	<u>25,000</u>
Real Estate Owned	06	<u>0</u>
Investment in Real Estate	07	<u>0</u>
Office Premises & Equipment, net	08	<u>773,000</u>
Investments in Subsidiary Corporations	09	<u>0</u>
Goodwill	10	<u>0</u>
Other Assets and Deferred Charges	11	<u>248,000</u>
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$ <u>45,909,000</u></b>

##### LIABILITIES

Deposit Accounts	13	<u>35,421,000</u>
Advances from FHLB of Dallas	14	<u>0</u>
Other Borrowed Money	15	<u>0</u>
Other Liabilities	16	<u>247,000</u>
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$ <u>35,668,000</u></b>

##### EQUITY CAPITAL

Preferred Stock	18	<u>0</u>
Common Stock	19	<u>150,000</u>
Paid-in Surplus	20	<u>9,850,000</u>
Other Capital Accounts	21	<u>0</u>
Retained Earnings	22	<u>241,000</u>
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ <u>10,241,000</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$ <u>45,909,000</u></b>

# BEDFORD

## First American Savings Bank, SSB

Street Address: 1903 Central Dr., 76021

817/571-1020

Mail Address: P.O. Box 1359, 76095

FAX 817/267-9861

Managing Officer: Jeffrey A. Peiper, President

Other Officers: Tammy S. Mooney, SVP/CFO/Corporate Secretary; Richard Laxton,  
SVP/Chief Lending Officer; Louis Ainsworth, SVP/Operations

Board of Directors: Vicki S. Weinberg, Chairman, Milton H. Thomas, Alton C.  
Bishop, Charles H. Railsback, Barbara Reagan, D. Wayne Tidwell, Michael  
Brinkley, Joe W. Moore, Patsy R. Smith, Jeffrey A. Peiper

Charter Number: 002

Number of Authorized Branches: 3

Charter Date: 04/01/94

Number of Operating Branches: 3

Date Insured: 10/06/86

Number of Operating Agencies: 0

**Branch Locations:** Irving, North Richland Hills, Southlake

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 7,546,000
Securities and Investments	02	<u>7,552,000</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>1,088,000</u>
Mortgage Loans (Incl. MBS)	04	<u>120,474,000</u>
Other Loans	05	<u>6,755,000</u>
Real Estate Owned	06	<u>1,140,000</u>
Investment in Real Estate	07	0
Office Premises & Equipment, net	08	<u>4,333,000</u>
Investments in Subsidiary Corporations	09	<u>40,000</u>
Goodwill	10	0
Other Assets and Deferred Charges	11	<u>1,581,000</u>
<b>TOTAL ASSETS</b>	<b>12</b>	<b><u>\$50,509,000</u></b>

#### LIABILITIES

Deposit Accounts	13	<u>135,985,000</u>
Advances from FHLB of Dallas	14	<u>1,125,000</u>
Other Borrowed Money	15	<u>          </u>
Other Liabilities	16	<u>1,843,000</u>
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b><u>\$38,953,000</u></b>

#### EQUITY CAPITAL

Preferred Stock	18	0
Common Stock	19	<u>2,749,000</u>
Paid-in Surplus	20	<u>850,000</u>
Other Capital Accounts	21	<u>          </u>
Retained Earnings	22	<u>7,957,000</u>
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b><u>\$11,556,000</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b><u>\$50,509,000</u></b>

# BRYAN

## First American Bank, SSB

Street Address: 2800 S. Texas Ave., 77802

409/361-6200

Mail Address: P.O. Box 8100, 77805

Managing Officer: Donald A. Adam, COB/CEO

Other Officers: William C. Atkinson, President/COO; Keith H. Kuttler, Secretary;  
James L. Wolfe, Max R. Hefner, Tommy D. Vance, Don Kennedy, Charles  
Oehlert, John O'Malley

Board of Directors: Donald A. Adam, Chairman, Dr. Perry L. Adkisson, William C.  
Atkinson, Truman Allen, Dr. A. Benton Cocanougher, Dr. Donald R. Fraser, Keith  
H. Kuttler

Charter Number: 4

Number of Authorized Branches: 53

Charter Date: 7/1/94

Number of Operating Branches: 53

Date Insured: 10/14/88

Number of Operating Agencies: 0

**Branch Locations:** Abilene, Amarillo, Anson, Azle, Ballinger, Bowie, Brady,  
Breckenridge, Bridgeport, Brownwood, Cisco, Coleman, Comanche, Dallas,  
Decatur, DeLeon, Eastland, Electra, Gainesville, Graham, Haskell, Hereford,  
Jacksboro, Lampasas, Midland, Mineral Wells, Nacona, Odessa, Olney, Pampa,  
Ranger, San Angelo, Seymour, Snyder, Stephenville, Vernon, Weatherford,  
Wichita Falls, Winters

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 31,487,000
Securities and Investments	02	853,546,000
Stock In Federal Home Loan Bank/Federal Reserve Bank	03	12,270,000
Mortgage Loans (Incl. MBS)	04	1,522,554,000
Other Loans	05	68,513,000
Real Estate Owned	06	2,040,000
Investment In Real Estate	07	0
Office Premises & Equipment, net	08	21,977,000
Investments In Subsidiary Corporations	09	2,389,000
Goodwill	10	8,351,000
Other Assets and Deferred Charges	11	45,760,000
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$2,568,887,000</b>

#### LIABILITIES

Deposit Accounts	13	1,609,962,000
Advances from FHLB of Dallas	14	167,500,000
Other Borrowed Money	15	556,989,000
Other Liabilities	16	76,063,000
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$2,410,514,000</b>

#### EQUITY CAPITAL

Preferred Stock	18	0
Common Stock	19	240,000
Paid-In Surplus	20	51,295,000
Other Capital Accounts	21	(8,086,000)
Retained Earnings	22	114,924,000
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ 158,373,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$2,568,887,000</b>

## BRYAN Continued

**First Federal Savings Bank**

Street Address: 2900 Texas Avenue, 77802

409/779-2900

Mail Address: P.O. Box 3758, 77805

FAX 409/779-1539

Managing Officer: Stan Stephen, President

Other Officers: George Koenig, SVP/Operations; Mary L. Hegar, SVP/Financial;  
 Betty Fields, SVP/Manager of Retail Lending; Sam Urso, SVP/Manager of  
 Consumer Lending; Charlie Neelley, Secretary

Board of Directors: R.L. Peacock, Chairman, Stan Stephen, Ernest A. Wentrcek, Jack  
 Lester, Jr., Ken L. Hayes, Charlie Neelley, Glynn A. Williams, Robert Conaway,  
 Roland Ruffino

Charter Number: 2445

Number of Authorized Branches: 1

Charter Date: 12/24/64

Number of Operating Branches: 1

Date Insured: 03/18/65

Number of Operating Agencies: 1

Branch Locations: College Station

STATEMENT OF CONDITION - DECEMBER 31, 1995

ASSETS

Cash on Hand and Demand Deposits .....	01 \$ <u>6,739,166</u>
Securities and Investments .....	02 <u>1,000,000</u>
Stock in Federal Home Loan Bank .....	03 <u>808,600</u>
Mortgage Loans (Incl. MBS) .....	04 <u>39,449,074</u>
Other Loans .....	05 <u>10,375,711</u>
Real Estate Owned .....	06 <u>289,658</u>
Investment in Real Estate .....	07 <u>0</u>
Office Premises & Equipment, net .....	08 <u>1,004,325</u>
Investments in Subsidiary Corporations .....	09 <u>153,775</u>
Goodwill .....	10 <u>0</u>
Other Assets and Deferred Charges .....	11 <u>20,902</u>
<b>TOTAL ASSETS .....</b>	<b>12 \$ <u>59,841,211</u></b>

LIABILITIES

Deposit Accounts .....	13 <u>55,042,519</u>
Advances from FHLB of Dallas .....	14 <u>0</u>
Other Borrowed Money .....	15 <u>0</u>
Other Liabilities .....	16 <u>551,422</u>
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ <u>55,593,941</u></b>

EQUITY CAPITAL

Preferred Stock .....	18 <u>873</u>
Common Stock .....	19 <u>2,396</u>
Paid-in Surplus .....	20 <u>2,743,237</u>
Other Capital Accounts .....	21 <u>456,216</u>
Retained Earnings .....	22 <u>1,044,548</u>
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ <u>4,247,270</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ <u>59,841,211</u></b>

# CENTER

## Shelby Savings Bank, SSB

Street Address: 111 Selma St., 75935

409/598-5688

Mail Address: P.O. Box 1806, 75935

FAX 409/598-5350

Managing Officer: John L. Snider, President

Other Officers: Sandra Howard, VP; Judy Norris, VP; Randy McElroy, VP; Steve Waters, VP; Jim Sawyer, VP; Lynn Hartt, Secretary

Board of Directors: James Campbell, Chairman, John Snider, Gene Biddle, Gail Cuculic, Sammy Dance, Lynn Hartt, Lisa McAdams, Clyde Monroe, Fred Wulf, Rick Campbell

Charter Number: 3

Number of Authorized Branches: 2

Charter Date: 04/01/94

Number of Operating Branches: 2

Date Insured: 07/26/82

Number of Operating Agencies: 0

Branch Locations: Hemphill, San Augustine

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 2,090,039
Securities and Investments	02	14,603,718
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	409,300
Mortgage Loans (Incl. MBS)	04	65,128,045
Other Loans	05	19,545,634
Real Estate Owned	06	37,081
Investment in Real Estate	07	0
Office Premises & Equipment, net	08	1,261,165
Investments in Subsidiary Corporations	09	0
Goodwill	10	0
Other Assets and Deferred Charges	11	340,737
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$ 99,415,719</b>

#### LIABILITIES

Deposit Accounts	13	90,947,776
Advances from FHLB of Dallas	14	0
Other Borrowed Money	15	0
Other Liabilities	16	1,187,938
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$ 92,135,714</b>

#### EQUITY CAPITAL

Preferred Stock	18	0
Common Stock	19	731,899
Paid-in Surplus	20	398,007
Other Capital Accounts	21	0
Retained Earnings	22	6,150,099
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ 7,280,005</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$ 99,415,719</b>



# COLLEGE STATION

## Homestead Bank, SSB

Street Address: 2553 Texas Ave. South, 77840

409/693-1063

Mail Address: P.O. Box 10280, 77842

FAX 409/764-3049

Managing Officer: Gem B. Childress, CEO

Other Officers: William F. Phillips, Jr., President; H. Dennis Smith, CFO/VP; Theresa Robbins, VP/Operations; Olivia Canales, VP/Branch Manager; Vicky Steere, VP/Administration; Thala Hooks, VP/Lending

Board of Directors: James L. Beard, Chairman, Gem B. Childress, Vice-Chairman, William F. Phillips, Jr., H. Dennis Smith, John Cochran, Thomas B. Johnson

Charter Number: 11

Number of Authorized Branches: 1

Charter Date: 12/11/73

Number of Operating Branches: 1

Date Insured: 09/22/76

Number of Operating Agencies: 0

Branch Locations: Bryan

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 386,214
Securities and Investments	02	<u>4,832,019</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>250,000</u>
Mortgage Loans (Incl. MBS)	04	<u>19,918,472</u>
Other Loans	05	<u>2,474,920</u>
Real Estate Owned	06	<u>232,971</u>
Investment in Real Estate	07	<u>13,971</u>
Office Premises & Equipment, net	08	<u>945,744</u>
Investments in Subsidiary Corporations	09	<u>0</u>
Goodwill	10	<u>0</u>
Other Assets and Deferred Charges	11	<u>368,984</u>
<b>TOTAL ASSETS</b>	<b>12</b>	<b><u>\$29,423,295</u></b>

#### LIABILITIES

Deposit Accounts	13	<u>27,099,261</u>
Advances from FHLB of Dallas	14	<u>0</u>
Other Borrowed Money	15	<u>0</u>
Other Liabilities	16	<u>117,251</u>
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b><u>\$27,216,512</u></b>

#### EQUITY CAPITAL

Preferred Stock	18	<u>0</u>
Common Stock	19	<u>943,530</u>
Paid-In Surplus	20	<u>323,897</u>
Other Capital Accounts	21	<u>(3,324)</u>
Retained Earnings	22	<u>942,680</u>
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b><u>\$ 2,206,783</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b><u>\$29,423,295</u></b>

# CORPUS CHRISTI

**Pacific Southwest Bank**

**Street Address:** 800 N. Shoreline Blvd., Ste. 200 S, 78401 **512/889-7700**

**Mail Address:** P.O. Box 9940, 78469-9940

**Managing Officer:** Gerald Hartman, President/CEO

**Other Officers:** Bobby L. Hashaway, CFO; David Key, Chief Investment Officer; Joe Ciccarello, Jr., EVP/Realty Division; William D. Dodge, III, President/Corpus Christi Region; L. Nathan Winters, President/San Benito Bank & Trust Co. Region; Roderick Mueller, President/Seguin Region; Michael Collett, President/Victoria Region

**Board of Directors:** Tung Yu-jeh, Chairman, Hu Hung-chiu, Sun Tao-tsun, Chris Lee, Lam Chun-hung, PhD., J. Ewing Walker, Jr., Bill C. Bradley, William P. Clark, Jr., Larry D. Horner, Gerald Hartman

<i>Charter Number:</i> 8559	<i>Number of Authorized Branches:</i> 36
<i>Charter Date:</i> 12/29/88	<i>Number of Operating Branches:</i> 36
<i>Date Insured:</i> 12/29/88	<i>Number of Operating Agencies:</i> 17

**Branch Locations:** Alice, Aransas Pass, Beeville, Clifton, Copperas Cove, Corpus Christi, Dublin, Edinburg, Goliad, Gonzales, Hallettsville, Hamilton, Harlingen, Hico, Lampasas, Laredo, Lockhart, Luling, McAllen, Mission, Moulton, Pharr, Port Aransas, Portland, Rockport, San Benito, Schertz, Seguin, Victoria, Yoakum

**STATEMENT OF CONDITION - DECEMBER 31, 1985**

**ASSETS**

Cash on Hand and Demand Deposits .....	01 \$ 41,305
Securities and Investments .....	02 8,926
Stock in Federal Home Loan Bank .....	03 15,537
Mortgage Loans (Incl. MBS) .....	04 869,170
Other Loans .....	05 264,165
Real Estate Owned .....	06 8,486
Investment in Real Estate .....	07 0
Office Premises & Equipment, net .....	08 19,238
Investments in Subsidiary Corporations .....	09 5,655
Goodwill .....	10 12,032
Other Assets and Deferred Charges .....	11 33,524
<b>TOTAL ASSETS .....</b>	<b>12 \$ 1,278,038</b>

**LIABILITIES**

Deposit Accounts .....	13 930,903
Advances from FHLB of Dallas .....	14 209,000
Other Borrowed Money .....	15 0
Other Liabilities .....	16 56,452
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ 1,196,355</b>

**EQUITY CAPITAL**

Preferred Stock .....	18 0
Common Stock .....	19 1
Paid-in Surplus .....	20 68,499
Other Capital Accounts .....	21 (2,405)
Retained Earnings .....	22 15,588
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ 81,683</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ 1,278,038</b>

# CUERO

## Cuero Federal Savings and Loan Association

Street Address: 218 N. Gonzales St., 77954

512/275-2345

Mail Address: P.O. Box 808, 77954

FAX 512/275-6146

Managing Officer: William E. Howard, President

Other Officers: Kenneth W. Adams, SVP/CLO; Terry E. Maxfield; SVP/CFO, Eugene F. Grafe, SVP/COO; Cheryl Bramlette, VP; Dot Cooley, VP; Douglas Carver, VP

Board of Directors: E.T. Summers, Jr., Chairman, Frank B. Sheppard, Lester E. Frers, Kenneth Stimson, Barry Wincinger, O.D., Michael C. Weber, Jr.

Charter Number: 1007

Number of Authorized Branches: 3

Charter Date: 02/23/40

Number of Operating Branches: 3

Date Insured: 02/26/40

Number of Operating Agencies: 0

Branch Locations: Victoria, Yorktown

### STATEMENT OF CONDITION - DECEMBER 31, 1985

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 3,239,384
Securities and Investments .....	02	27,486,035
Stock in Federal Home Loan Bank .....	03	1,445,000
Mortgage Loans (Incl. MBS) .....	04	113,045,827
Other Loans .....	05	3,916,377
Real Estate Owned .....	06	23,709
Investment in Real Estate .....	07	-0-
Office Premises & Equipment, net .....	08	1,783,196
Investments in Subsidiary Corporations .....	09	-0-
Goodwill .....	10	-0-
Other Assets and Deferred Charges .....	11	369,187
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 151,308,715</b>

#### LIABILITIES

Deposit Accounts .....	13	133,335,314
Advances from FHLB of Dallas .....	14	4,720,668
Other Borrowed Money .....	15	-0-
Other Liabilities .....	16	1,078,346
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 139,134,328</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	-0-
Common Stock .....	19	-0-
Paid-in Surplus .....	20	-0-
Other Capital Accounts .....	21	-0-
Retained Earnings .....	22	12,174,387
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 12,174,387</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 151,308,715</b>

# DALHART

## Dalhart Federal Savings and Loan Association

Street Address: 502 Denrock Ave., 79022

806/249-8561

Mail Address:: P.O. Box 950, 79022

Managing Officer: Duane R. Brewer, President

Other Officers: Zola Faye Johnson, SVP; Michael W. Clayton, SVP; Myron

Grantham, SVP; Terri A. Hein, VP; Ronnie Welch, VP; John D. Plunk, Secretary

Board of Directors: Duane R. Brewer, William A. Cunningham, Gary C. Finch,

Donald E. Gilbert, W. Joe Wells, Earl L. Wilbur

Charter Number: 547

Number of Authorized Branches: 1

Charter Date: 09/18/34

Number of Operating Branches: 1

Date Insured: 11/26/34

Number of Operating Agencies: 0

Branch Locations: Dumas

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 5,286,000
Securities and Investments .....	02	7,400,000
Stock in Federal Home Loan Bank .....	03	664,000
Mortgage Loans (Incl. MBS) .....	04	49,932,000
Other Loans .....	05	1,578,000
Real Estate Owned .....	06	000
Investment in Real Estate .....	07	116,000
Office Premises & Equipment, net .....	08	1,127,000
Investments in Subsidiary Corporations .....	09	000
Goodwill .....	10	000
Other Assets and Deferred Charges .....	11	135,000
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 66,238,000</b>

#### LIABILITIES

Deposit Accounts .....	13	56,271,000
Advances from FHLB of Dallas .....	14	4,782,000
Other Borrowed Money .....	15	000
Other Liabilities .....	16	499,000
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 61,552,000</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	
Common Stock .....	19	
Paid-In Surplus .....	20	
Other Capital Accounts .....	21	
Retained Earnings .....	22	4,686,000
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 4,686,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 66,238,000</b>

# DALLAS

## Beal Bank, SSB

Street Address: 15770 Dallas Pkwy., Ste. 300, 75248

214/404-4000

Mail Address: 15770 Dallas Pkwy., LB 66, 75248

FAX 214/866-8420

Managing Officer: David Meek, CEO

Other Officers: David Farmer, EVP/COO; Molly Curl, SVP; W.T. Saurenmann, SVP;  
Duncan Chiu, VP; James W. Lewis, Jr., VP/Controller; Richard Killmon, VP;  
Clark Enright, VP; Tim Fults, Secretary

Board of Directors: Andrew Beal, Chairman, Susan Dunn Arnold, Lawrence Blanton,  
Mike Eastland, David Farmer, Tim Fults, David Goldstein, Bernard Weinstein,  
David Meek

Charter Number: 8

Number of Authorized Branches: 1

Charter Date: 11/30/94

Number of Operating Branches: 1

Date Insured: 03/14/88

Number of Operating Agencies: 0

Branch Locations: Houston

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits . . . . .	01	\$ 46,504,000
Securities and Investments . . . . .	02	6,300,000
Stock in Federal Home Loan Bank/Federal Reserve Bank . . . . .	03	5,397,000
Mortgage Loans (Incl. MBS) . . . . .	04	961,117,000
Other Loans . . . . .	05	29,088,000
Real Estate Owned . . . . .	06	10,586,000
Investment in Real Estate . . . . .	07	45,503,000
Office Premises & Equipment, net . . . . .	08	7,714,000
Investment in Subsidiary Corporations . . . . .	09	0
Goodwill . . . . .	10	0
Other Assets and Deferred Charges . . . . .	11	15,775,000
<b>TOTAL ASSETS.</b>	<b>12</b>	<b>\$ 1,127,984,000</b>

#### LIABILITIES

Deposit Accounts . . . . .	13	985,961,000
Advances from FHLB of Dallas . . . . .	14	0
Other Borrowed Money . . . . .	15	0
Other Liabilities . . . . .	16	28,786,000
<b>TOTAL LIABILITIES.</b>	<b>17</b>	<b>\$ 1,014,747,000</b>

#### EQUITY CAPITAL

Preferred Stock . . . . .	18	0.00
Common Stock . . . . .	19	2,400,000.00
Paid-In Surplus . . . . .	20	46,890,000.00
Other Capital Accounts . . . . .	21	261,000.00
Retained Earnings . . . . .	22	63,686,000.00
<b>TOTAL EQUITY CAPITAL.</b>	<b>23</b>	<b>\$ 113,237,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL.</b>	<b>24</b>	<b>\$ 1,127,984,000</b>

## DALLAS Continued

### Bluebonnet Savings Bank, FSB

Street Address: 3100 Monticello, 75205

214/443-9000

Mail Address: P.O. Box 8400, 75205-0400

Managing Officer: R. Brad Oates, President/COO

Other Officers: Howard R. Neff, CEO; Monte McDaniel, EVP; Anna Dolak,  
EVP/Secretary; Bryce Fowler, EVP; Kent Hill, SVP; Hal Jones, SVP; Gail  
Shoreck, SVP; Joe Simanek, SVP; Cathy Cox, VP

Board of Directors: James M. Fail, Chairman, Howard R. Neff, R. Brad Oates, David  
L. Zacharias, Robert I. Boykin, Harry T. Carneal, Dede W. Casad, Maurice  
McGill, Tom Cunningham, Robert Boyd, Henry B. Ellis, Kathryn A. Smith

Charter Number: 4626

Number of Authorized Branches: 20

Charter Date: 12/22/88

Number of Operating Branches: 20

Date Insured: 12/22/88

Number of Operating Agencies: 0

Branch Locations: Abilene, Austin, Big Spring, El Paso, Lubbock, Lufkin, Midland,  
Odessa, Plainview, San Antonio, Sweetwater

#### STATEMENT OF CONDITION - DECEMBER 31, 1995

##### ASSETS (Dollars in Thousands)

Cash on Hand and Demand Deposits .....	01 \$	10,836
Securities and Investments .....	02	124,255
Stock in Federal Home Loan Bank .....	03	28,287
Mortgage Loans (Incl. MBS) .....	04	2,452,728
Other Loans .....	05	9,017
Real Estate Owned .....	06	400
Investment in Real Estate .....	07	0
Office Premises & Equipment, net .....	08	7,759
Investments in Subsidiary Corporations .....	09	2,040
Goodwill .....	10	3,459
Other Assets and Deferred Charges .....	11	17,327
<b>TOTAL ASSETS .....</b>	<b>12 \$</b>	<b>2,656,108</b>

##### LIABILITIES

Deposit Accounts .....	13	1,060,145
Advances from FHLB of Dallas .....	14	394,500
Other Borrowed Money .....	15	929,488
Other Liabilities .....	16	18,553
<b>TOTAL LIABILITIES .....</b>	<b>17 \$</b>	<b>2,402,686</b>

##### EQUITY CAPITAL

Preferred Stock .....	18	6
Common Stock .....	19	5
Paid-In Surplus .....	20	119,989
Other Capital Accounts .....	21	14,693
Retained Earnings .....	22	118,729
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$</b>	<b>253,422</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$</b>	<b>2,656,108</b>

## DALLAS Continued

**First Nationwide Bank, FSB**

Street Address: 14651 Dallas Parkway #200, 75240

214/770-3700

Mail Address: P.O. Box 612446, 75240

Managing Officer: R. Loyd Rinchart, EVP

Other Officers: Carl Webb, President; Charles Kay, SVP; Rene Tucei, SVP; Mike Walker, SVP; Scott Gesell, Secretary/SVP

Board of Directors: Gerald Ford, Chairman, Carl Webb, Irwin Engelman, Paul Bass, George Bramblett, Robert Bullock, Gabrielle McDonald

Charter Number: 6326

Number of Authorized Branches: 4

Charter Date: 12/27/88

Number of Operating Branches: 4

Date Insured: 12/27/88

Number of Operating Agencies: 0

Branch Locations: McKinney, Plano, Richardson

### STATEMENT OF CONDITION - DECEMBER 31, 1985

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 1,005,629
Securities and Investments .....	02	1,150,151
Stock in Federal Home Loan Bank .....	03	
Mortgage Loans (Incl. MBS) .....	04	11,177,896
Other Loans .....	05	502,198
Real Estate Owned .....	06	49,582
Investment in Real Estate .....	07	
Office Premises & Equipment, net .....	08	94,594
Investments in Subsidiary Corporations .....	09	24,982
Goodwill .....	10	
Other Assets and Deferred Charges .....	11	731,361
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 14,736,393</b>

#### LIABILITIES

Deposit Accounts .....	13	9,895,930
Advances from FHLB of Dallas .....	14	2,032,952
Other Borrowed Money .....	15	1,101,952
Other Liabilities .....	16	745,674
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 13,776,508</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	300,730
Common Stock .....	19	1
Paid-In Surplus .....	20	466,216
Other Capital Accounts .....	21	63,511
Retained Earnings .....	22	129,427
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 959,885</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 14,736,393</b>

## DALLAS Continued

### Guaranty Federal Bank, F.S.B.

Street Address: 8333 Douglas Ave., 75225

214/360-3360

Mail Address: 8333 Douglas Ave., 75225

FAX 214/360-8958

Managing Officer: Clifford J. Grum, Chairman

Other Officers: Kenneth M. Jastrow, II, President; Ronald D. Murff, CFO; Randall D. Levy, COO; John T. Stuart, Chief Lending Officer; Tom Covert, Chief Credit Officer; Scott Smith, Treasurer

Board of Directors: Clifford J. Grum, Chairman, J. Michael Cornwall, Richard J.

Haayen, Kenneth Jastrow, Richard M. Jones, Hugh Robinson, Arthur Temple, III, Larry E. Temple, James M. Wooten

Charter Number: 8534

Number of Authorized Branches: 103

Charter Date: 09/30/88

Number of Operating Branches: 103

Date Insured: 09/30/88

Number of Operating Agencies: 0

Branch Locations: Alvin, Arlington, Atlanta, Austin, Bandera, Beaumont, Bellaire, Bellmead, Bellville, Boerne, Brenham, Bryan, Caldwell, Childress, College Station, Conroe, Corsicana, Dallas, Denton, DeSoto, Dickinson, Ennis, Fort Worth, Fredricksburg, Friendswood, Galveston, Garland, Georgetown, Gonzales, Houston, Huntsville, Hurst, Irving, Kaufman, Kerrville, Killeen, Kilgore, Kingwood, Lake Jackson, La Marque, League City, Livingston, Longview, Madisonville, Marble Falls, Marlin, Marshall, McKinney, Mesquite, Mexia, Montgomery, Navasota, Nederland, Paris, Pearland, Port Arthur, Richardson, San Antonio, Santa Fe, Seabrook, Shiner, Silsbee, Sugar Land, Taylor, Temple, Texas City, Tomball, Tyler, Waco, Waxahachie, Wichita Falls

#### STATEMENT OF CONDITION - DECEMBER 31, 1995

ASSETS	
Cash on Hand and Demand Deposits .....	01 \$ 115,321
Securities and Investments .....	02 596,040
Stock in Federal Home Loan Bank .....	03 57,649
Mortgage Loans (Incl. MBS) .....	04 7,504,880
Other Loans .....	05 354,191
Real Estate Owned .....	06 5,752
Investment in Real Estate .....	07 0
Office Premises & Equipment, net .....	08 68,884
Investments in Subsidiary Corporations .....	09 127,960
Goodwill .....	10 10,429
Other Assets and Deferred Charges .....	11 94,980
<b>TOTAL ASSETS .....</b>	<b>12 \$ 8,936,086</b>
LIABILITIES	
Deposit Accounts .....	13 6,375,050
Advances from FHLB of Dallas .....	14 184,977
Other Borrowed Money .....	15 1,573,678
Other Liabilities .....	16 282,227
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ 8,415,932</b>
EQUITY CAPITAL	
Preferred Stock .....	18 0
Common Stock .....	19 11
Paid-in Surplus .....	20 336,377
Other Capital Accounts .....	21 860
Retained Earnings .....	22 182,906
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ 520,154</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ 8,936,086</b>



## DALLAS Continued

### Mercantile Bank and Trust, FSB

Street Address: 6116 N. Central Expy., #100, 75206

214/368-7068

Mail Address: 6116 N. Central Expy., LB1, 75206

FAX 214/368-3202

Managing Officer: L. Wayne Christensen, President

Other Officers: Suzanne Castleberry-Salls, SVP/CFO; Eddie Jenkins, SVP; Gay S.

Kelso, VP; Robert D. Nelson, SVP; Gail Brewer, VP; Patsy Mahone, VP; Sharon

Reitzell, VP; Joy Travis, VP; Sharon Jalil, VP; Scott Ethel, VP

Board of Directors: William B. Madden, Chairman, Adrian Alter, L. Wayne

Christensen, Paul K. Conner, Jr., M.D., Keith W. Kennedy, Harold W. Lehrmann

Charter Number: 581

Number of Authorized Branches: 1

Charter Date: 12/23/83

Number of Operating Branches: 1

Date Insured: 06/12/85

Number of Operating Agencies: 0

Branch Locations: Dallas

#### STATEMENT OF CONDITION - DECEMBER 31, 1995

##### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ <u>1,353,719</u>
Securities and Investments.....	02	<u>1,991,346</u>
Stock in Federal Home Loan Bank .....	03	<u>1,374,000</u>
Mortgage Loans (Incl. MBS) .....	04	<u>120,668,321</u>
Other Loans .....	05	<u>1,365,676</u>
Real Estate Owned.....	06	<u>441,580</u>
Investment in Real Estate .....	07	<u>0</u>
Office Premises & Equipment, net.....	08	<u>229,983</u>
Investments in Subsidiary Corporations .....	09	<u>0</u>
Goodwill .....	10	<u>62,557</u>
Other Assets and Deferred Charges .....	11	<u>851,544</u>
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ <u>128,338,726</u></b>

##### LIABILITIES

Deposit Accounts.....	13	<u>94,410,809</u>
Advances from FHLB of Dallas.....	14	<u>25,850,000</u>
Other Borrowed Money.....	15	<u>442,999</u>
Other Liabilities .....	16	<u>758,525</u>
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ <u>121,462,333</u></b>

##### EQUITY CAPITAL

Preferred Stock.....	18	<u>0</u>
Common Stock .....	19	<u>210,000</u>
Paid-In Surplus.....	20	<u>12,285,736</u>
Other Capital Accounts .....	21	<u>0</u>
Retained Earnings .....	22	<u>(5,619,343)</u>
<b>TOTAL EQUITY CAPITAL.....</b>	<b>23</b>	<b>\$ <u>6,876,393</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ <u>128,338,726</u></b>

# EDNA

## Mid-Coast Savings Bank, SSB

Street Address: 601 North Wells, 77957

512/782-3576

Mail Address: P.O. Box 566, 77957

FAX 512/782-6855

Managing Officer: Charles M. Hasdorff, President/CEO

Other Officers: Gerald Novian, VP/CFO; Louis J. Kozelsky, SVP/Lending

Board of Directors: B. David Rose, Chairman, Robert E. Bell, Charles M. Hasdorff,  
M.H. Brock, Mark L. Rose, Gary W. Skalicky, Allen Novian, Larkin T. Thedford,  
Dennis Simons, Willard Ulbricht

Charter Number: 12

Number of Authorized Branches: 1

Charter Date: 04/18/58

Number of Operating Branches: 1

Date Insured: 04/24/59

Number of Operating Agencies: 0

Branch Locations: Ganado

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits	01	\$	524,223
Securities and Investments	02		<u>7,643,389</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03		<u>293,000</u>
Mortgage Loans (Incl. MBS)	04		<u>25,380,880</u>
Other Loans	05		<u>1,505,797</u>
Real Estate Owned	06		0
Investment in Real Estate	07		0
Office Premises & Equipment, net	08		<u>161,163</u>
Investments in Subsidiary Corporations	09		0
Goodwill	10		0
Other Assets and Deferred Charges	11		<u>358,109</u>
<b>TOTAL ASSETS</b>	<b>12</b>		<b><u>\$35,866,561</u></b>

#### LIABILITIES

Deposit Accounts	13		<u>28,686,966</u>
Advances from FHLB of Dallas	14		<u>4,594,770</u>
Other Borrowed Money	15		0
Other Liabilities	16		<u>156,204</u>
<b>TOTAL LIABILITIES</b>	<b>17</b>		<b><u>\$33,437,940</u></b>

#### EQUITY CAPITAL

Preferred Stock	18		0
Common Stock	19		<u>231,470</u>
Paid-in Surplus	20		<u>117,592</u>
Other Capital Accounts	21		<u>(68,403)</u>
Retained Earnings	22		<u>2,147,962</u>
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>		<b><u>\$ 2,428,621</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>		<b><u>\$35,866,561</u></b>

# EL PASO

## Sun World Savings Bank, FSB

Street Address: 909 N. Mesa, 79902

915/544-4611

Mail Address: P.O. Box 20222, 79998

Managing Officer: Ned Euseppi, President/CEO

Other Officers: Jon D. Patterson, SVP/COO; William B. Harrison, SVP/CCO; Teresa Baylon, Secretary

Board of Directors: John P. Ivey, Chairman, Tony Conde, Ned Euseppi, Jon D. Patterson, William B. Harrison, Mark Matthew, Orlando Cervantes

Charter Number: 4748

Number of Authorized Branches: 3

Charter Date: 10/02/89

Number of Operating Branches: 3

Date Insured: 03/31/86

Number of Operating Agencies: 0

### Branch Locations: El Paso

#### STATEMENT OF CONDITION - DECEMBER 31, 1995

##### ASSETS

Cash on Hand and Demand Deposits .....	01	\$	<u>4,714,000</u>
Securities and Investments .....	02		<u>23,995,000</u>
Stock in Federal Home Loan Bank .....	03		<u>575,000</u>
Mortgage Loans (Incl. MBS) .....	04		<u>88,924,000</u>
Other Loans .....	05		<u>8,003,000</u>
Real Estate Owned .....	06		<u>186,000</u>
Investment in Real Estate .....	07		<u>-0-</u>
Office Premises & Equipment, net .....	08		<u>1,578,000</u>
Investments in Subsidiary Corporations .....	09		<u>-0-</u>
Goodwill .....	10		<u>-0-</u>
Other Assets and Deferred Charges .....	11		<u>1,394,000</u>
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$</b>	<b><u>129,369,000</u></b>

##### LIABILITIES

Deposit Accounts .....	13		<u>112,522,000</u>
Advances from FHLB of Dallas .....	14		<u>3,700,000</u>
Other Borrowed Money .....	15		<u>-0-</u>
Other Liabilities .....	16		<u>1,026,000</u>
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$</b>	<b><u>117,248,000</u></b>

##### EQUITY CAPITAL

Preferred Stock .....	18		<u>-0-</u>
Common Stock .....	19		<u>6,503,000</u>
Paid-in Surplus .....	20		<u>4,099,000</u>
Other Capital Accounts .....	21		<u>(96,000)</u>
Retained Earnings .....	22		<u>1,615,000</u>
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$</b>	<b><u>12,121,000</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$</b>	<b><u>129,369,000</u></b>

# FALFURRIAS

## Greater South Texas Bank, FSB

Street Address: 131 E. Rice St., 78355

512/325-3667

Mail Address: P.O. Box 648, 78355

FAX 512/325-9038

Managing Officer: Thomas E. Ratliff, President/CEO

Other Officers: Richard J. Perry, VP/CFO/Secretary; Don Aduddell, VP; Cheryl Cordova, AVP/Cashier

Board of Directors: Thomas E. Ratliff, Chairman, A.A. Cosby, Jr., Glenn B. Davis, Oscar Galindo, Abraham Garcia, Bill E. Talley

Charter Number: 7433

Number of Authorized Branches: 1

Charter Date: 05/31/74

Number of Operating Branches: 1

Date Insured: 07/18/75

Number of Operating Agencies: 0

Branch Locations: Hebbronville

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$	<u>372</u>
Securities and Investments .....	02	<u>6,387</u>
Stock in Federal Home Loan Bank .....	03	<u>139</u>
Mortgage Loans (Incl. MBS) .....	04	<u>12,608</u>
Other Loans .....	05	<u>1,621</u>
Real Estate Owned .....	06	<u>61</u>
Investment in Real Estate .....	07	<u>---</u>
Office Premises & Equipment, net .....	08	<u>208</u>
Investments in Subsidiary Corporations .....	09	<u>---</u>
Goodwill .....	10	<u>---</u>
Other Assets and Deferred Charges .....	11	<u>301</u>
<b>TOTAL ASSETS .....</b>	<b>12 \$</b>	<b><u>21,697</u></b>

#### LIABILITIES

Deposit Accounts .....	13	<u>19,752</u>
Advances from FHLB of Dallas .....	14	<u>---</u>
Other Borrowed Money .....	15	<u>---</u>
Other Liabilities .....	16	<u>141</u>
<b>TOTAL LIABILITIES .....</b>	<b>17 \$</b>	<b><u>19,893</u></b>

#### EQUITY CAPITAL

Preferred Stock .....	18	<u>217</u>
Common Stock .....	19	<u>263</u>
Paid-in Surplus .....	20	<u>262</u>
Other Capital Accounts .....	21	<u>(12)</u>
Retained Earnings .....	22	<u>1,074</u>
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$</b>	<b><u>1,804</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$</b>	<b><u>21,697</u></b>

# FORT WORTH

**Colonial Savings, F.A.**

Street Address: 2600 West Freeway, 76102

817/390-2000

Mail Address: P.O. Box 2988, 76113

Managing Officer: James E. DuBose, President

Other Officers: Donna J. Dempsey, EVP/CFO; Ben Dempsey, VP/Controller

Board of Directors: James S. DuBose, Chairman, Edwin A. DuBose, James E.

DuBose, H. Wayne Lasater, Donald J. Anderson, D.V.M.

Charter Number: 5515

Number of Authorized Branches: 6

Charter Date: 12/04/91

Number of Operating Branches: 6

Date Insured: 06/10/63

Number of Operating Agencies: 0

**Branch Locations:** Arlington, Fort Worth, Garland, Hurst, Lewisville

**STATEMENT OF CONDITION - DECEMBER 31, 1995**

**ASSETS (000) omitted**

Cash on Hand and Demand Deposits .....	01 \$ <u>16,001</u>
Securities and Investments.....	02 <u>387,340</u>
Stock in Federal Home Loan Bank.....	03 <u>8,301</u>
Mortgage Loans (Incl. MBS).....	04 <u>203,494</u>
Other Loans.....	05 <u>1,033</u>
Real Estate Owned.....	06 <u>1,023</u>
Investment in Real Estate.....	07 <u>1,685</u>
Office Premises & Equipment, net.....	08 <u>7,586</u>
Investments in Subsidiary Corporations.....	09 <u>2,889</u>
Goodwill.....	10 <u>- 0 -</u>
Other Assets and Deferred Charges .....	11 <u>29,677</u>
<b>TOTAL ASSETS.....</b>	<b>12 \$ <u>659,029</u></b>

**LIABILITIES**

Deposit Accounts.....	13 <u>441,135</u>
Advances from FHLB of Dallas.....	14 <u>130,167</u>
Other Borrowed Money.....	15 <u>- 0 -</u>
Other Liabilities.....	16 <u>17,101</u>
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ <u>588,403</u></b>

**EQUITY CAPITAL**

Preferred Stock.....	18 <u>165</u>
Common Stock.....	19 <u>1,004</u>
Paid-in Surplus.....	20 <u>17,781</u>
Other Capital Accounts .....	21 <u>2,884</u>
Retained Earnings .....	22 <u>48,792</u>
<b>TOTAL EQUITY CAPITAL.....</b>	<b>23 \$ <u>70,626</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ <u>659,029</u></b>

# GILMER

## Gilmer Savings Bank, FSB

Street Address: 218 W. Cass St., 75644

903/843-5525

Mail Address: P.O. Box 1808, 75644

FAX 903/843-5331

Managing Officer: Gary P. Cooper, President

Other Officers: Sheri Parish, CFO

Board of Directors: Vance Gorman, Chairman, Royce Hudgins, Gary P. Cooper, Paul D. Williams, Tedd Austin, Steve Sansom, F.L. Garrison

Charter Number: 4879

Number of Authorized Branches: 0

Charter Date: 04/10/20

Number of Operating Branches: 0

Date Insured: 09/02/41

Number of Operating Agencies: 0

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 1,245,545
Securities and Investments .....	02	136,594
Stock in Federal Home Loan Bank .....	03	321,700
Mortgage Loans (Incl. MBS) .....	04	26,765,353
Other Loans .....	05	5,325,897
Real Estate Owned .....	06	-0-
Investment in Real Estate .....	07	-0-
Office Premises & Equipment, net .....	08	213,678
Investments in Subsidiary Corporations .....	09	-0-
Goodwill .....	10	-0-
Other Assets and Deferred Charges .....	11	310,996
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$34,319,763</b>

#### LIABILITIES

Deposit Accounts .....	13	25,745,218
Advances from FHLB of Dallas .....	14	4,373,514
Other Borrowed Money .....	15	140,940
Other Liabilities .....	16	578,527
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$30,838,199</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	-0-
Common Stock .....	19	1,000
Paid-in Surplus .....	20	1,318,831
Other Capital Accounts .....	21	
Retained Earnings .....	22	2,161,733
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 3,481,564</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$34,319,763</b>

# GRAHAM

## Graham Savings and Loan, FA

Street Address: 745 Elm St., 76450

817/549-2066

Mail Address: P.O. Box 1490, 76450

FAX 817/549-0314

Managing Officer: Troy Lambden, President

Other Officers: Gary May, VP; Glen McGee, VP; Danny Buckalew, VP; Amy Willis, Secretary

Board of Directors: Roy T. Pitcock, Chairman, Troy Lambden, Mrs. Sammye Knox, Ken Andrews, R.M. Hill, H.T. Hunnewell, Rodney Hawkins, Darrell Weatherbee (Advisory), Derwood Langston (Advisory)

Charter Number: 515

Number of Authorized Branches: 2

Charter Date: 10/31/34

Number of Operating Branches: 2

Date Insured: 11/01/34

Number of Operating Agencies: 0

Branch Locations: Breckenridge, Graford

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$ 12,893
Securities and Investments .....	02 636
Stock in Federal Home Loan Bank .....	03
Mortgage Loans (Incl. MBS) .....	04 40,510
Other Loans .....	05 1,973
Real Estate Owned .....	06 86
Investment in Real Estate .....	07
Office Premises & Equipment, net .....	08 1,538
Investments in Subsidiary Corporations .....	09 21
Goodwill .....	10
Other Assets and Deferred Charges .....	11 2,488
<b>TOTAL ASSETS .....</b>	<b>12 \$ 60,145</b>

#### LIABILITIES

Deposit Accounts .....	13 54,238
Advances from FHLB of Dallas .....	14
Other Borrowed Money .....	15
Other Liabilities .....	16 880
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ 55,118</b>

#### EQUITY CAPITAL

Preferred Stock .....	18
Common Stock .....	19 254
Paid-In Surplus .....	20 1,939
Other Capital Accounts .....	21
Retained Earnings .....	22 2,834
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ 5,027</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ 60,145</b>

# HENDERSON

## Henderson Federal Savings Association

Street Address: 130 N. Marshall, 75652

903/657-2577

Mail Address: P.O. Box 1029, 75653-1029

FAX 903/657-4791

Managing Officer: Johnny B. Foster, President

Other Officers: Bill Turner, VP/Controller; Tommy R. Goode, VP; Billie Margaret Reeves, VP; C.W. Preston, Secretary

Board of Directors: W.A. Preston, Chairman, John L. Duran, D.D.S., C.W. Preston, Johnny B. Foster, Tommy J. Strong, John P. Hacker

Charter Number: 5599

Number of Authorized Branches: 0

Charter Date: 08/28/92

Number of Operating Branches: 0

Date Insured: 12/31/34

Number of Operating Agencies: 0

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$ 715,188
Securities and Investments .....	02 11,618,778
Stock in Federal Home Loan Bank .....	03 528,100
Mortgage Loans (Incl. MBS) .....	04 45,593,891
Other Loans .....	05 794,759
Real Estate Owned .....	06 127,658
Investment in Real Estate .....	07 12,491
Office Premises & Equipment, net .....	08 334,120
Investments in Subsidiary Corporations .....	09 -0-
Goodwill .....	10 -0-
Other Assets and Deferred Charges .....	11 350,534
<b>TOTAL ASSETS .....</b>	<b>12 \$60,075,519</b>

#### LIABILITIES

Deposit Accounts .....	13 53,676,796
Advances from FHLB of Dallas .....	14 -0-
Other Borrowed Money .....	15 -0-
Other Liabilities .....	16 491,825
<b>TOTAL LIABILITIES .....</b>	<b>17 \$54,168,621</b>

#### EQUITY CAPITAL

Preferred Stock .....	18 _____
Common Stock .....	19 _____
Paid-in Surplus .....	20 _____
Other Capital Accounts <span style="float: right; font-size: small;">For Sale</span> Net Unrealized Gains (Losses) on Available Securities .....	21 200,808
Retained Earnings .....	22 5,706,090
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ 5,906,898</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$60,075,519</b>



# HOUSTON

**Bank United of Texas FSB**

Street Address: 3200 Southwest Freeway, 77027

713/965-6500

Mail Address: P.O. Box 1370, 77251-1370

Managing Officer: Barry C. Burkholder, President/CEO

Other Officers: Jonathon K. Heffron, EVP/General Counsel; Randolph C. Henson, Secretary; Anthony J. Nocella, CFO/EVP; George Bender, EVP; Les Green, SVP; Sonny B. Lyles, SVP; John Tassie, EVP

Board of Directors: Lewis S. Ranieri, Chairman, Salvatore A. Ranieri, Scott A. Shay, Kendrick Wilson, Patricia A. Sloan, David Golush, Barry C. Burkholder, Anthony J. Nocella, Dr. Paul Horvitz, Dr. Lawrence Chimerine

Charter Number: 8558  
 Charter Date: 12/30/88  
 Date Insured: 12/30/88

Number of Authorized Branches: 64  
 Number of Operating Branches: 64  
 Number of Operating Agencies: 0

**Branch Locations:** Addison, Arlington, Austin, Bedford, Bellaire, Carrollton, Dallas, Duncanville, El Campo, Fort Worth, Garland, Houston, Humble, Kingwood, Pasadena, Plano, Richardson, San Antonio, Southlake, Sugar Land, The Woodlands, Wharton

**STATEMENT OF CONDITION - DECEMBER 31, 1995**

ASSETS	(in thousands)
Cash on Hand and Demand Deposits .....	01 \$ <u>210,860</u>
Securities and Investments.....	02 <u>610,733</u>
Stock in Federal Home Loan Bank .....	03 <u>229,626</u>
Mortgage Loans (Incl. MBS) .....	04 <u>10,030,657</u>
Other Loans .....	05 <u>128,885</u>
Real Estate Owned.....	06 <u>24,218</u>
Investment in Real Estate .....	07 <u>--</u>
Office Premises & Equipment, net.....	08 <u>36,610</u>
Investments in Subsidiary Corporations .....	09 <u>--</u>
Goodwill.....net.....	10 <u>11,444</u>
Other Assets and Deferred Charges .....	11 <u>305,914</u>
<b>TOTAL ASSETS .....</b>	<b>12 \$ <u>11,588,947</u></b>
LIABILITIES	
Deposit Accounts .....	13 <u>5,036,752</u>
Advances from FHLB of Dallas.....	14 <u>4,347,977</u>
Other Borrowed Money.....	15 <u>938,000</u>
Other Liabilities .....	16 <u>455,336</u>
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ <u>10,778,065</u></b>
EQUITY CAPITAL	
Preferred Stock.....	18 <u>185,500</u>
Common Stock .....	19 <u>27</u>
Paid-in Surplus.....	20 <u>213,980</u>
Other Capital Accounts (Unrealized losses on securities and mortgage-backed securities available for sale, net of tax) .....	21 <u>(3,319)</u>
Retained Earnings .....	22 <u>414,694</u>
<b>TOTAL EQUITY CAPITAL.....</b>	<b>23 \$ <u>810,882</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ <u>11,588,947</u></b>

## HOUSTON Continued

### Charter Bank, SSB

Street Address: 2600 Citadel Plaza, 77008

713/692-6121

Mail Address: P.O. Box 4525, 77210

FAX 713/691-7566

Managing Officer: Michael S. Dafferner, President

Other Officers: Thomas C. Sooy, SVP

Board of Directors: Jerry E. Finger, Chairman, Michael S. Dafferner, Michael A. Roy,  
William S. Shropshire, Jr., Thomas C. Sooy

Charter Number: 9

Number of Authorized Branches: 2

Charter Date: 01/10/95

Number of Operating Branches: 2

Date Insured: 01/10/95

Number of Operating Agencies: 0

Branch Locations: Baytown

#### STATEMENT OF CONDITION - DECEMBER 31, 1995

##### ASSETS

Cash on Hand and Demand Deposits	01	\$ 1,060,000
Securities and Investments	02	<u>18,698,000</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>1,585,000</u>
Mortgage Loans (Incl. MBS)	04	<u>75,699,000</u>
Other Loans	05	<u>30,013,000</u>
Real Estate Owned	06	<u>482,000</u>
Investment in Real Estate	07	--
Office Premises & Equipment, net	08	<u>890,000</u>
Investments in Subsidiary Corporations	09	--
Goodwill	10	<u>744,000</u>
Other Assets and Deferred Charges	11	<u>739,000</u>
<b>TOTAL ASSETS</b>	<b>12</b>	<b><u>\$129,910,000</u></b>

##### LIABILITIES

Deposit Accounts	13	<u>88,939,000</u>
Advances from FHLB of Dallas	14	<u>29,519,000</u>
Other Borrowed Money	15	--
Other Liabilities	16	<u>1,067,000</u>
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b><u>\$119,525,000</u></b>

##### EQUITY CAPITAL

Preferred Stock	18	--
Common Stock	19	<u>1,000</u>
Paid-In Surplus	20	<u>7,899,000</u>
Other Capital Accounts	21	<u>412,000</u>
Retained Earnings	22	<u>2,073,000</u>
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b><u>\$10,385,000</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b><u>\$129,910,000</u></b>

## HOUSTON Continued

### Coastal Banc ssb

Street Address: 8 Greenway Plaza, Ste. 1500, 77046 713/623-2600

Mail Address: 8 Greenway Plaza, Ste. 1500, 77046 FAX 713/960-9864

Managing Officer: Manuel J. Mehos, Chairman/CEO/President

Other Officers: John D. Bird, EVP; Cathy N. Wylie, CFO; David R. Graham, EVP;  
Gary R. Garrett, EVP; Sandra Laurenson Orr, EVP; Nancy Vadasz, EVP; Linda B. Frazier, Secretary

Board of Directors: Manuel J. Mehos, Chairman, Dennis S. Frank, James C. Niver,  
Donald L. Bonham, R. Edwin Allday, Robert E. Johnson, Jr., D. Fort Flowers, Jr.

Charter Number: 5	Number of Authorized Branches: 40
Charter Date: 07/30/94	Number of Operating Branches: 40
Date Insured: 10/25/91	Number of Operating Agencies: 0

**Branch Locations:** Brenham, Buchanan Dam, Burnet, Columbus, Conroe, Corpus Christi, Dickinson, Giddings, Harlingen, Houston, Katy, Kingsland, Llano, Marble Falls, Mason, McAllen, San Angelo, San Antonio, San Benito, Schulenburg, Sealy, Tomball, Victoria, Weimar, Wharton

Unaudited  
(In thousands)

#### STATEMENT OF CONDITION - DECEMBER 31, 1995

<b>ASSETS</b>		
Cash on Hand and Demand Deposits.....	01	\$ 9,916
Securities and Investments.....	02	3,997
Stock in Federal Home Loan Bank/Federal Reserve Bank.....	03	21,759
Mortgage Loans (Include. MBS).....	04	2,570,583
Other Loans.....	05	107,724
Real Estate Owned.....	06	4,216
Investment in Real Estate.....	07	-
Office Premises & Equipment, net.....	08	13,160
Investments in Subsidiary Corporations.....	09	4,941
Goodwill.....	10	17,972
Other Assets and Deferred Charges.....	11	27,059
<b>TOTAL ASSETS.....</b>	<b>12</b>	<b>\$2,781,327</b>
<b>LIABILITIES</b>		
Deposit Accounts.....	13	1,287,600
Advances from FHLB of Dallas.....	14	312,186
Other Borrowed Money.....	15	993,832
Other Liabilities.....	16	23,362
<b>TOTAL LIABILITIES.....</b>	<b>17</b>	<b>\$2,616,980</b>
<b>EQUITY CAPITAL</b>		
Preferred Stock.....	18	73,680
Common Stock.....	19	-
Paid-in Surplus.....	20	32,454
Other Capital Accounts - Unrealized loss on securities available-for-sale.....	21	(494)
Retained Earnings.....	22	58,707
<b>TOTAL EQUITY CAPITAL.....</b>	<b>23</b>	<b>\$ 164,347</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL.....</b>	<b>24</b>	<b>\$2,781,327</b>

## HOUSTON Continued

### First Heights Bank, fsb

Street Address: 2727 North Loop West, # 300, 77008

713/802-3100

Mail Address: 2727 North Loop West, # 300, 77008

Managing Officer: Barry D. Blanton, President

Other Officers: Trula Jennings, Secretary

Board of Directors: Robert E. Zambie, Chairman, James C. Leiferman, Barry D.

Blanton, Peter C. Staaf, James A. Weissenborn

Charter Number: 4467

Number of Authorized Branches: 1

Charter Date: 05/16/90

Number of Operating Branches: 1

Date Insured: 05/16/90

Number of Operating Agencies: 0

Branch Locations: Houston

#### STATEMENT OF CONDITION - DECEMBER 31, 1995 (000'\*)

##### ASSETS

Cash on Hand and Demand Deposits .....	01 \$	2,936
Securities and Investments .....	02	205,650*
Stock in Federal Home Loan Bank .....	03	5,204
Mortgage Loans (Incl. MBS) .....	04	149
Other Loans .....	05	0
Real Estate Owned .....	06	100
Investment in Real Estate .....	07	160
Office Premises & Equipment, net .....	08	4
Investments in Subsidiary Corporations .....	09	0
Goodwill .....	10	0
Other Assets and Deferred Charges .....	11	37,854
<b>TOTAL ASSETS .....</b>	<b>12 \$</b>	<b>252,057</b>

\* Includes Notes Receivable from FSLIC Resolution Fund (FRF) of \$157,800 and assets covered by FRF Assistance of \$1,407

##### LIABILITIES

Deposit Accounts .....	13	36,721
Advances from FHLB of Dallas .....	14	26,000
Other Borrowed Money .....	15	95,440
Other Liabilities .....	16	64,583
<b>TOTAL LIABILITIES .....</b>	<b>17 \$</b>	<b>222,744</b>

##### EQUITY CAPITAL

Preferred Stock .....	18	7,500
Common Stock .....	19	1
Paid-In Surplus .....	20	44,999
Other Capital Accounts .....	21	131
Retained Earnings .....	22	(23,318)
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$</b>	<b>29,313</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$</b>	<b>252,057</b>

## HOUSTON Continued

**Great Southwest Bank, fsb**  
**(merged into Houston Savings Association, Houston, effective 3-7-96)**

Street Address: 3715 FM 1960 West, 77068 713/440-8200

Mail Address: 3715 FM 1960 West, 77068

Managing Officer: Orrin K. Grove, President

Other Officers: Pamela Lightbody, SVP/Controller; Charlene Allcorn, AVP; Linda Parish, AVP; Charlotte Naquin, AVP; Charles W. Robertson, Secretary

Board of Directors: H. Wade Miller, Chairman, Charles W. Robertson, James M. Wylie, Orrin K. Grove, Pamela E. Lightbody

Charter Number: 4988

Number of Authorized Branches: 1

Charter Date: 05/18/90

Number of Operating Branches: 1

Date Insured: 05/18/90

Number of Operating Agencies: 0

Branch Locations: Hempstead

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$ <u>5,923,000</u>
Securities and Investments .....	02 <u>806,000</u>
Stock in Federal Home Loan Bank .....	03 <u>2,773,000</u>
Mortgage Loans (Incl. MBS) .....	04 <u>33,402,000</u>
Other Loans .....	05 <u>730,000</u>
Real Estate Owned .....	06 <u>542,000</u>
Investment in Real Estate .....	07 <u>0</u>
Office Premises & Equipment, net .....	08 <u>592,000</u>
Investments in Subsidiary Corporations .....	09 <u>0</u>
Goodwill .....	10 <u>0</u>
Other Assets and Deferred Charges .....	11 <u>418,000</u>
<b>TOTAL ASSETS .....</b>	<b>12 \$ <u>45,186,000</u></b>

#### LIABILITIES

Deposit Accounts .....	13 <u>41,130,000</u>
Advances from FHLB of Dallas .....	14 <u>1,565,000</u>
Other Borrowed Money .....	15 <u>0</u>
Other Liabilities .....	16 <u>132,000</u>
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ <u>42,827,000</u></b>

#### EQUITY CAPITAL

Preferred Stock .....	18 <u>0</u>
Common Stock .....	19 <u>1,775,000</u>
Paid-in Surplus .....	20 <u>535,000</u>
Other Capital Accounts .....	21 <u>0</u>
Retained Earnings .....	22 <u>49,000</u>
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ <u>2,359,000</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ <u>45,186,000</u></b>

## HOUSTON Continued

### Guardian Savings and Loan Association

Street Address: 1220 Augusta, 77057

713/787-3100

Mail Address: 1220 Augusta, 77057

FAX 713/787-3192

Managing Officer: Gary L. Wolf, President

Other Officers: Jeffry M. Parker, EVP; James Day, EVP; Rhonda C. Hensgen,  
VP/Secretary

Board of Directors: Robert F. Parker, Chairman, T. Louis Austin, Jr., William V.

Condrey, John W. Fainter, Jr., Charles W. Jenness, Charles E. Perry, Gary L. Wolf

Charter Number: 291

Number of Authorized Branches: 19

Charter Date: 08/15/46

Number of Operating Branches: 19

Date Insured: 11/08/46

Number of Operating Agencies: 0

Branch Locations: Arlington, Bellaire, Dallas, Fort Worth, Houston

#### STATEMENT OF CONDITION - DECEMBER 31, 1995

##### ASSETS

Cash on Hand and Demand Deposits	01	\$ 20,699,000
Securities and Investments	02	<u>3,401,000</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>30,199,000</u>
Mortgage Loans (Incl. MBS)	04	<u>1,717,521,000</u>
Other Loans	05	<u>2,483,000</u>
Real Estate Owned	06	<u>61,100,000</u>
Investment in Real Estate	07	<u>651,000</u>
Office Premises & Equipment, net	08	<u>12,510,000</u>
Investments in Subsidiary Corporations	09	<u>-0-</u>
Goodwill	10	<u>22,377,000</u>
Other Assets and Deferred Charges	11	<u>128,016,000</u>
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$1,998,957,000</b>

##### LIABILITIES

Deposit Accounts	13	<u>1,375,124,000</u>
Advances from FHLB of Dallas	14	<u>15,000,000</u>
Other Borrowed Money	15	<u>403,925,000</u>
Other Liabilities	16	<u>38,967,000</u>
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$1,833,016,000</b>

##### EQUITY CAPITAL

Preferred Stock	18	<u>24,860,000</u>
Common Stock	19	<u>250,000</u>
Paid-in Surplus	20	<u>30,301,000</u>
Other Capital Accounts	21	<u>27,273,000</u>
Retained Earnings	22	<u>83,257,000</u>
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ 165,941,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$1,998,957,000</b>

## HOUSTON Continued

### Houston Savings Association

(converted to Houston Savings Bank, fsb effective 3-12-96)

Street Address: 4550 Post Oak Place, #225, 77027

713/407-9900

Mail Address: 4550 Post Oak Place, #225, 77027

FAX 713/439-1386

Managing Officer: George R. Farish, President

Other Officers: Thomas H. McQuilling, EVP; Kenneth W. Meyer, SVP/CFO/Secretary

Board of Directors: George Rice Farish, Chairman, Noble M. Malik, Thomas Sumner,  
Risher Randall, Rock Houston

Charter Number: 589

Number of Authorized Branches: 1

Charter Date: 02/14/84

Number of Operating Branches: 1

Date Insured: 05/02/85

Number of Operating Agencies: 0

Branch Locations: Houston

#### STATEMENT OF CONDITION - DECEMBER 31, 1995

##### ASSETS

Cash on Hand and Demand Deposits . . . . .	01	\$ 5,604,000.
Securities and Investments . . . . .	02	<u>0</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank . . . . .	03	<u>1,934,000.</u>
Mortgage Loans (Incl. MBS) . . . . .	04	<u>133,976,000.</u>
Other Loans . . . . .	05	<u>2,215,000.</u>
Real Estate Owned . . . . .	06	<u>274,000.</u>
Investment in Real Estate . . . . .	07	<u>0</u>
Office Premises & Equipment, net . . . . .	08	<u>729,000.</u>
Investments in Subsidiary Corporations . . . . .	09	<u>793,000.</u>
Goodwill . . . . .	10	<u>15,000.</u>
Other Assets and Deferred Charges . . . . .	11	<u>473,000.</u>
<b>TOTAL ASSETS</b> . . . . .	<b>12</b>	<b><u>\$146,013,000.</u></b>

##### LIABILITIES

Deposit Accounts . . . . .	13	<u>138,022,000.</u>
Advances from FHLB of Dallas . . . . .	14	<u>0</u>
Other Borrowed Money . . . . .	15	<u>0</u>
Other Liabilities . . . . .	16	<u>599,000.</u>
<b>TOTAL LIABILITIES</b> . . . . .	<b>17</b>	<b><u>\$138,621,000.</u></b>

##### EQUITY CAPITAL

Preferred Stock . . . . .	18	<u>0</u>
Common Stock . . . . .	19	<u>2,287,000.</u>
Paid-In Surplus . . . . .	20	<u>1,053,000.</u>
Other Capital Accounts . . . . .	21	<u>0</u>
Retained Earnings . . . . .	22	<u>4,042,000.</u>
<b>TOTAL EQUITY CAPITAL</b> . . . . .	<b>23</b>	<b><u>\$ 7,392,000.</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b> . . . . .	<b>24</b>	<b><u>\$146,013,000.</u></b>

## HOUSTON Continued

### Liberty Savings Association

Street Address: 3501 Fannin, 77004

713/524-9093

Mail Address: P.O. Box 8345, 77288

FAX 713/529-6033

Managing Officer: H. Campbell Wood, President

Other Officers: Mary Hendrick, EVP/CFO/Secretary; Greta Comeaux, VP; Sharon Moore, SVP; Lynn Paul, VP/Construction Lending

Board of Directors: H. Campbell Wood, S. Reed Morian, Madison Rayburn, Phil Woodruff, Jr., Carroll R. Hochner, William Hixon

Charter Number: 191

Number of Authorized Branches: 4

Charter Date: 09/15/26

Number of Operating Branches: 4

Date Insured: 08/18/37

Number of Operating Agencies: 0

**Branch Locations: Houston**

#### STATEMENT OF CONDITION - DECEMBER 31, 1995

##### ASSETS

Cash on Hand and Demand Deposits	01	\$ 8,041,407
Securities and Investments	02	<u>2,996,350</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	682,000
Mortgage Loans (Incl. MBS)	04	65,030,444
Other Loans	05	<u>22,816,733</u>
Real Estate Owned	06	<u>872,859</u>
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	<u>941,442</u>
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	<u>2,984,737</u>
Other Assets and Deferred Charges	11	<u>1,780,080</u>
<b>TOTAL ASSETS</b>	<b>12</b>	<b><u>\$106,126,032</u></b>

##### LIABILITIES

Deposit Accounts	13	<u>83,103,397</u>
Advances from FHLB of Dallas	14	<u>8,760,580</u>
Other Borrowed Money	15	-0-
Other Liabilities	16	<u>2,841,480</u>
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b><u>\$ 94,805,457</u></b>

##### EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	<u>335,300</u>
Paid-in Surplus	20	<u>7,737,349</u>
Other Capital Accounts	21	-0-
Retained Earnings	22	<u>3,547,926</u>
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b><u>\$ 11,620,575</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b><u>\$106,126,032</u></b>



## HOUSTON Continued

**Preferred Bank, f.s.b.**

Street Address: 11757 Katy Frwy., Ste. 100, 77079

713/556-6443

Mail Address: P.O. Box 442088, 77224-2088

FAX 713/556-9750

Managing Officer: Joseph J. Dumesnil, President

Other Officers: H. Jay Farr, SVP; J. Steven Evans, CFO; Michael D. Campbell, VP;  
Michael O. Bostain, VP; Dorel G. Vanegas, Secretary

Board of Directors: Herbert L. Williams, Chairman, Joseph J. Dumesnil, Stephen C.  
Saxenian, Nell Stinson-Capriotti, Cynthia Ann Wall, Scott B. West

Charter Number: 586

Number of Authorized Branches: 0

Charter Date: 02/01/84

Number of Operating Branches: 0

Date Insured: 01/14/85

Number of Operating Agencies: 0

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1985

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$ <u>10,411,664</u>
Securities and Investments.....	02 <u>3,444,155</u>
Stock in Federal Home Loan Bank.....	03 <u>343,500</u>
Mortgage Loans (Incl. MBS).....	04 <u>24,467,315</u>
Other Loans .....	05 <u>4,393,424</u>
Real Estate Owned.....	06 <u>1,184,418</u>
Investment in Real Estate.....	07 <u>139,478</u>
Office Premises & Equipment, net.....	08 <u>122,439</u>
Investments in Subsidiary Corporations .....	09 <u>0</u>
Goodwill .....	10 <u>0</u>
Other Assets and Deferred Charges .....	11 <u>229,064</u>
<b>TOTAL ASSETS.....</b>	<b>12 \$ <u>44,735,457</u></b>

#### LIABILITIES

Deposit Accounts.....	13 <u>41,138,230</u>
Advances from FHLB of Dallas.....	14 <u>0</u>
Other Borrowed Money.....	15 <u>0</u>
Other Liabilities .....	16 <u>837,482</u>
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ <u>41,975,712</u></b>

#### EQUITY CAPITAL

Preferred Stock.....	18 <u>1,615,000</u>
Common Stock.....	19 <u>2,001,872</u>
Paid-in Surplus.....	20 <u>0</u>
Other Capital Accounts .....	21 <u>0</u>
Retained Earnings .....	22 <u>(857,127)</u>
<b>TOTAL EQUITY CAPITAL.....</b>	<b>23 \$ <u>2,759,745</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ <u>44,735,457</u></b>

# JACKSONVILLE

## Jacksonville Savings and Loan Association

Street Address: Neches and Commerce, 75766

903/586-9861

Mail Address: P.O. Box 401, 75766

FAX 903/586-5044

Managing Officer: Charles Broadway, President

Other Officers: Jerry Chancellor, EVP; Bill W. Taylor, SVP; Jerry Hammons, Marc Miliara, Wayne Jones, Chan Campsey, Lana Cook, Sandra Thompson, Lanny Godwin, Sandy Hanson, Tami Thurman, Kenneth Melvin, Jr.

Board of Directors: Willis G. Brown, Chairman, Ray W. Beall, Charles Broadway, Jerry Chancellor, Bill W. Taylor, Dr. Joe R. Tollett

Charter Number: 172

Number of Authorized Branches: 5

Charter Date: 09/01/25

Number of Operating Branches: 5

Date Insured: 01/23/36

Number of Operating Agencies: 0

Branch Locations: Athens, Longview, Palestine, Rusk, Tyler

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 5,899,000
Securities and Investments	02	<u>35,013,000</u>
Stock In Federal Home Loan Bank/Federal Reserve Bank	03	<u>1,663,000</u>
Mortgage Loans (Incl. MBS)	04	<u>141,746,000</u>
Other Loans	05	<u>5,772,000</u>
Real Estate Owned	06	<u>2,116,000</u>
Investment in Real Estate	07	<u>-0-</u>
Office Premises & Equipment, net	08	<u>2,861,000</u>
Investments in Subsidiary Corporations	09	<u>791,000</u>
Goodwill	10	<u>-0-</u>
Other Assets and Deferred Charges	11	<u>822,000</u>
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$ <u>196,690,000</u></b>

#### LIABILITIES

Deposit Accounts	13	<u>173,743,000</u>
Advances from FHLB of Dallas	14	<u>-0-</u>
Other Borrowed Money	15	<u>333,000</u>
Other Liabilities	16	<u>1,873,000</u>
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$ <u>175,949,000</u></b>

#### EQUITY CAPITAL

Preferred Stock	18	<u>-0-</u>
Common Stock	19	<u>19,000</u>
Paid-In Surplus	20	<u>6,909,000</u>
Other Capital Accounts	21	<u>(436,000)</u>
Retained Earnings	22	<u>14,249,000</u>
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ <u>20,741,000</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$ <u>196,690,000</u></b>

# LA GRANGE

## Fayette Savings Association

Street Address: 111 E. Travis, 78945

409/968-9511

Mail Address: P.O. Box M, 78945

FAX 409/968-5410

Managing Officer: David J. Zapalac, President

Other Officers: Gloria M. Lee, Secretary; Mark D. Ulrich, Don Maeker, Donald Hayek

Board of Directors: Milton E. Koenning, Chairman, W. Douglas Ankenman, Jr.,

Thomas D. Brown, Leslie J. Greive, Jerry D. Jacob, William H. Schovajsa, Ariane Maeker, David J. Zapalac

Charter Number: 526

Number of Authorized Branches: 3

Charter Date: 12/30/76

Number of Operating Branches: 3

Date Insured: 08/29/78

Number of Operating Agencies: 0

Branch Locations: Columbus, Flatonia, Schulenburg

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 1,898,168
Securities and Investments	02	7,864,309
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	330,600
Mortgage Loans (Incl. MBS)	04	36,497,911
Other Loans	05	5,369,800
Real Estate Owned	06	4,500
Investment in Real Estate	07	
Office Premises & Equipment, net	08	2,268,486
Investments in Subsidiary Corporations	09	
Goodwill	10	
Other Assets and Deferred Charges	11	498,031
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$54,731,805</b>

#### LIABILITIES

Deposit Accounts	13	47,412,568
Advances from FHLB of Dallas	14	1,000,000
Other Borrowed Money	15	
Other Liabilities	16	2,175,043
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$50,587,611</b>

#### EQUITY CAPITAL

Preferred Stock	18	
Common Stock	19	1,437,636
Paid-in Surplus	20	2,302,558
Other Capital Accounts Reserve for Decline in Market Value of Securities	21	(73,414)
Retained Earnings	22	477,414
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ 4,144,194</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$54,731,805</b>

# LITTLEFIELD

## First Federal Savings and Loan Association

Street Address: 301 XIT Dr., 79339

806/385-7511

Mail Address: P.O. Box 1390, 79339

FAX 806/385-3066

Managing Officer: Bill Rodgers, President

Other Officers: Helen Bassett, VP/Savings; Max Dreasher, Jr., VP/Controller; Lynn Cowan, VP/Loans; Elvira Vargas, Secretary

Board of Directors: Kenneth Ware, Chairman, Neil Wood, Nolan Greak, Bob Roden, J.W. Kirby, Billy Tom Grant

Charter Number: 5117

Number of Authorized Branches: 1

Charter Date: 05/09/46

Number of Operating Branches: 1

Date Insured: 07/10/46

Number of Operating Agencies: 0

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1985

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 1,149,064
Securities and Investments .....	02	<u>14,778,700</u>
Stock in Federal Home Loan Bank .....	03	<u>1,080,300</u>
Mortgage Loans (Incl. MBS) .....	04	<u>16,968,437</u>
Other Loans .....	05	<u>5,141,016</u>
Real Estate Owned .....	06	<u>701</u>
Investment in Real Estate .....	07	<u>          </u>
Office Premises & Equipment, net .....	08	<u>438,366</u>
Investments in Subsidiary Corporations .....	09	<u>          </u>
Goodwill .....	10	<u>          </u>
Other Assets and Deferred Charges .....	11	<u>563,424</u>
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ <u>40,120,008</u></b>

#### LIABILITIES

Deposit Accounts .....	13	<u>34,695,810</u>
Advances from FHLB of Dallas .....	14	<u>597,724</u>
Other Borrowed Money .....	15	<u>          </u>
Other Liabilities .....	16	<u>514,843</u>
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ <u>35,808,377</u></b>

#### EQUITY CAPITAL

Preferred Stock .....	18	<u>          </u>
Common Stock .....	19	<u>          </u>
Paid-in Surplus .....	20	<u>          </u>
Other Capital Accounts .....	21	<u>          </u>
Retained Earnings .....	22	<u>4,311,631</u>
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ <u>4,311,631</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ <u>40,120,008</u></b>

# LONGVIEW

## First Federal Savings Bank of North Texas

Street Address: 116 E. South St., 75601

903/758-6144

Mail Address: P.O. Box 751, 75606

FAX 903/758-6287

Managing Officer: Leland B. Camp, President (Longview Region)  
 Bennie G. Snider, President (Denton Region)

Other Officers: G.R. Womack, EVP; Dennis M. Newsom, EVP; Larry Richter, SVP;  
 Danny Mitchell, SVP; Jake Massey, SVP; Pat Parker, VP; Hal Ray, Sr.,  
 Controller; Ronnie Houghton, Asst. Controller; Gail Thomas, Secretary

Board of Directors: David V. McCay, Chairman, Leland B. Camp, John N. Darby,  
 Carl Degan, Mark Hannah, Jr., Gary G. Honerkamp, W.D. Northcutt III, John  
 Clinton Robbins, Michael J. Whitten, John L. Zeigler, Robert H. Caldwell, Jr.,  
 James R. Curtis, Jr., Alvin E. Davis, John S. Guttry, Richard Hayes, Paul J.  
 Milano, Marjorie Pitner, Bennie G. Snider, Phil Wilson

Charter Number: 576

Number of Authorized Branches: 11

Charter Date: 09/28/34

Number of Operating Branches: 11

Date Insured: 12/20/34

Number of Operating Agencies: 0

Branch Locations: Allen, Carthage, Decatur, Denton, Keller, Lewisville, Longview,  
 Pilot Point, White Oak

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$	7,207,352
Securities and Investments .....	02		21,577,917
Stock in Federal Home Loan Bank .....	03		3,386,800
Mortgage Loans (incl. MBS) .....	04		307,142,685
Other Loans .....	05		-0-
Real Estate Owned .....	06		435,885
Investment in Real Estate .....	07		94,000
Office Premises & Equipment, net .....	08		3,659,301
Investments in Subsidiary Corporations .....	09		-0-
Goodwill .....	10		14,632,878
Other Assets and Deferred Charges .....	11		3,419,273
<b>TOTAL ASSETS</b> .....	<b>12</b>	<b>\$</b>	<b>361,556,091</b>

#### LIABILITIES

Deposit Accounts .....	13	322,045,411
Advances from FHLB of Dallas .....	14	500,000
Other Borrowed Money .....	15	-0-
Other Liabilities .....	16	3,518,391
<b>TOTAL LIABILITIES</b> .....	<b>17</b>	<b>\$ 326,063,802</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	-0-
Common Stock .....	19	1,000
Paid-In Surplus .....	20	33,116,029
Other Capital Accounts .....	21	183,873
Retained Earnings .....	22	2,191,387
<b>TOTAL EQUITY CAPITAL</b> .....	<b>23</b>	<b>\$ 35,492,289</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b> .....	<b>24</b>	<b>\$ 361,556,091</b>

# LUFKIN

## Angelina Savings Bank, FSB

Street Address: 1721 Tulane Dr., 75901

409/639-3201

Mail Address: P.O. Box 2460, 75915

FAX 409/639-2968

Managing Officer: John D. Miller, Jr., President

Other Officers: H.J. Shands, Jr., President Emeritus; Bonnie Henderson, EVP; Reggie Squyres, VP; Barbara Wilson, VP; Barbara Driver, VP/Treasurer; Laurance E. Summers, Secretary; Peggy Thomas, AVP; Becky Innerarity, AVP

Board of Directors: Raymond Moore, Chairman, Lee W. Friesen, Jr., Jerry Highnote, H.J. Shands, Jr., Laurance E. Summers, Richard Youngblood, John D. Miller, Jr.

Charter Number: 537

Number of Authorized Branches: 0

Charter Date: 11/08/78

Number of Operating Branches: 0

Date Insured: 05/24/80

Number of Operating Agencies: 0

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 3,781,000
Securities and Investments .....	02	1,747,000
Stock in Federal Home Loan Bank .....	03	204,000
Mortgage Loans (Incl. MBS) .....	04	18,224,000
Other Loans .....	05	9,597,000
Real Estate Owned .....	06	-0-
Investment in Real Estate .....	07	-0-
Office Premises & Equipment, net .....	08	828,000
Investments in Subsidiary Corporations .....	09	-0-
Goodwill .....	10	-0-
Other Assets and Deferred Charges .....	11	177,000
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$34,558,000</b>

#### LIABILITIES

Deposit Accounts .....	13	31,349,000
Advances from FHLB of Dallas .....	14	-0-
Other Borrowed Money .....	15	-0-
Other Liabilities .....	16	699,000
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$32,048,000</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	-0-
Common Stock .....	19	870,000
Paid-in Surplus .....	20	249,000
Other Capital Accounts .....	21	-0-
Retained Earnings .....	22	1,391,000
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 2,510,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$34,558,000</b>

## LUFKIN Continued

### Lufkin Federal Savings & Loan Association

(converted to The Bank of East Texas, SSB effective 1-17-96)

Street Address: 211 Shepherd Ave., 75901 409/639-2121

Mail Address: P.O. Box 40, 75902 FAX 409/634-2714

Managing Officer: C. Danny Payne, President/CEO

Other Officers: Walter Luce, EVP/CFO; A. Paul Rich, SVP/Compliance, David A. Ohlrich, SVP/CLO; Mark D. Moore, SVP

Board of Directors: Dr. George Thannisch, Chairman, C. Danny Payne, Vice-Chairman, James E. Brasse, Simon W. Henderson III, Deborah Huffman, Ray Scott, Benjamin Dee Winston,

Charter Number: 309

Number of Authorized Branches: 3

Charter Date: 05/03/34

Number of Operating Branches: 2

Date Insured: 10/27/34

Number of Operating Agencies: 0

Branch Locations: Diboll, Lufkin

#### STATEMENT OF CONDITION - DECEMBER 31, 1995

##### ASSETS

Cash on Hand and Demand Deposits .....	01 \$ 8,829,519
Securities and Investments .....	02 36,890,268
Stock in Federal Home Loan Bank .....	03 576,000
Mortgage Loans (Incl. MBS) .....	04 68,359,748 *
Other Loans .....	05 2,914,215 *
Real Estate Owned .....	06 1,481,220
Investment in Real Estate .....	07 125,746
Office Premises & Equipment, net .....	08 717,767
Investments in Subsidiary Corporations .....	09 436,479
Goodwill .....	10 -0-
Other Assets and Deferred Charges .....	11 1,559,201
<b>TOTAL ASSETS .....</b>	<b>12 \$121,890,163</b>

##### LIABILITIES

Deposit Accounts .....	13 109,972,931
Advances from FHLB of Dallas .....	14 -0-
Other Borrowed Money .....	15 -0-
Other Liabilities .....	16 2,250,475
<b>TOTAL LIABILITIES .....</b>	<b>17 \$112,223,406</b>

##### EQUITY CAPITAL

Preferred Stock .....	18 3,000,000
Common Stock .....	19 5,081
Paid-in Surplus .....	20 4,775,834
Other Capital Accounts .....	21 -0-
Retained Earnings .....	22 1,885,842
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ 9,666,757</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$121,890,163</b>

\* Net of \$1,273,926 in Reserves

# MINEOLA

## Mineola Federal Savings and Loan Association

Street Address: 215 W. Broad, 75773

903/569-2602

Mail Address: P.O. Drawer 410, 75773

FAX 903/569-6366

Managing Officer: J.H. Herlocker, III, VP

Other Officers: Daniel Denig, VP; Sheree Mize, Secretary; Ron Willingham, June McDougald, Rebecca Faust, Mary Jones, Freda Madsen, Donna Brown

Board of Directors: Ray Williams, Chairman, Ralph Bruner, Asst. Chairman, Carl Bruner, Jim Harder, Beth Hedges, W.T. Harrison, Robert L. Smith

Charter Number: 171

Number of Authorized Branches: 3

Charter Date: 10/34

Number of Operating Branches: 3

Date Insured: 10/34

Number of Operating Agencies: 0

Branch Locations: Grand Saline, Quitman, Winnsboro

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 1,682,219
Securities and Investments .....	02	31,614,167
Stock in Federal Home Loan Bank .....	03	485,400
Mortgage Loans (Incl. MBS) .....	04	48,374,086
Other Loans .....	05	1,100,939
Real Estate Owned .....	06	
Investment in Real Estate .....	07	
Office Premises & Equipment, net .....	08	373,483
Investments in Subsidiary Corporations .....	09	178,017
Goodwill .....	10	
Other Assets and Deferred Charges .....	11	1,114,014
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 84,922,325</b>

#### LIABILITIES

Deposit Accounts .....	13	69,407,922
Advances from FHLB of Dallas .....	14	2,984,000
Other Borrowed Money .....	15	
Other Liabilities .....	16	569,061
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 72,960,983</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	
Common Stock .....	19	
Paid-in Surplus .....	20	
Other Capital Accounts .....	21	
Retained Earnings .....	22	11,961,342
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 11,961,342</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 84,922,325</b>



# MISSOURI CITY

## FirstBanc Savings Association of Texas

Street Address: 5819 Hwy. 6 South, #100, 77459

713/261-0777

Mail Address: P.O. Box 926, 77459

FAX 713/261-2318

Managing Officer: David A. Bubier, President/CEO

Other Officers: Nancy K. Fairley, VP; Margaret Cotrell, Controller

Board of Directors: J. R. Hardin, Chairman, Hazel B. Casey, Joe A. Hubenak, Charles J. Marietta, Robert E. Rhoades, S.J. Spacek

Charter Number: 593

Number of Authorized Branches: 0

Charter Date: 03/23/84

Number of Operating Branches: 0

Date Insured: 05/16/85

Number of Operating Agencies: 0

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits	01	<u>\$ 1,619,268</u>
Securities and Investments	02	<u>957,153</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>359,000</u>
Mortgage Loans (Incl. MBS)	04	<u>26,968,347</u>
Other Loans	05	<u>1,607,828</u>
Real Estate Owned	06	<u>378,955</u>
Investment in Real Estate	07	<u>-0-</u>
Office Premises & Equipment, net	08	<u>628,964</u>
Investments in Subsidiary Corporations	09	<u>-0-</u>
Goodwill	10	<u>-0-</u>
Other Assets and Deferred Charges	11	<u>109,205</u>
<b>TOTAL ASSETS</b>	<b>12</b>	<b><u>\$ 32,628,720</u></b>

#### LIABILITIES

Deposit Accounts	13	<u>28,930,463</u>
Advances from FHLB of Dallas	14	<u>400,000</u>
Other Borrowed Money	15	<u>-0-</u>
Other Liabilities	16	<u>261,345</u>
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b><u>\$ 29,591,808</u></b>

#### EQUITY CAPITAL

Preferred Stock	18	<u>-0-</u>
Common Stock	19	<u>1,500,000</u>
Paid-in Surplus	20	<u>1,725,000</u>
Other Capital Accounts	21	<u>(23,085)</u>
Retained Earnings	22	<u>(165,002)</u>
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b><u>\$ 3,036,912</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b><u>\$ 32,628,720</u></b>

# ORANGE

## Orange Savings and Loan Association

Street Address: 812 N. 16th Street, 77630

409/883-3563

Mail Address: P.O. Box 730, 77631

FAX 409/883-7164

Managing Officer: Ruby Wimberley, President

Other Officers: Pam Burrow, Nancy Frederick, Bobby Duke, Curt Leger, Ronnie Burns

Board of Directors: Nelda C. Stark, Chairman, Eunice R. Benckenstein, Malcolm E. Dorman, Clyde V. McKee, Jr., Sidney H. Phillips, Walter G. Riedel, Ronnie Burns, Ruby Wimberley

Charter Number: 329

Number of Authorized Branches: 1

Charter Date: 12-28-53

Number of Operating Branches: 1

Date Insured: 5-17-54

Number of Operating Agencies: 0

Branch Locations: Vidor

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 767,186
Securities and Investments	02	32,615,658
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,481,400
Mortgage Loans (Incl. MBS)	04	111,479,528
Other Loans	05	1,960,335
Real Estate Owned	06	-0-
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	1,044,236
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	1,190,276
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$150,518,619</b>

#### LIABILITIES

Deposit Accounts	13	132,780,026
Advances from FHLB of Dallas	14	-0-
Other Borrowed Money	15	-0-
Other Liabilities	16	3,397,875
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$136,177,901</b>

#### EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	250,000
Paid-in Surplus	20	-0-
Other Capital Accounts	21	3,195,354
Retained Earnings	22	10,895,364
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$14,340,718</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$150,518,619</b>

# PARIS

## First Federal Savings and Loan Association

Street Address: 630 Clarksville St., 75460

903/784-0881

Mail Address: P.O. Box 370, 75461

FAX 903/784-6781

Managing Officer: Richard M. Amis, President

Other Officers: Tommy W. Lewis, VP; Joseph W. Farmer, Jr., VP; Helen Clark, AVP;  
James W. Vaughan, Jr., AVP; Chris Mallory, AVP; Jeff Wright, AVP; Shirley E.  
Pratt, Treasurer; Peggy Frierson, Secretary; Teresa Lemons, Cashier

Board of Directors: Robert K. Campbell, Chairman, Richard M. Amis, Dr. James  
Brunette, Marvin Gibbs, Richard Margraves, Sims Norment, M.K. Russell, Jr.,  
Tim Taylor, Homer Thornton, Jr.

Charter Number:

Number of Authorized Branches: 2

Charter Date: 1922

Number of Operating Branches: 2

Date Insured: 1934

Number of Operating Agencies: 0

Branch Locations: Clarksville, Mt. Pleasant

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 1,472,230.
Securities and Investments .....	02	17,877,533.
Stock in Federal Home Loan Bank .....	03	_____
Mortgage Loans (Incl. MBS) .....	04	145,863,659.
Other Loans .....	05	9,507,909.
Real Estate Owned .....	06	8,460.
Investment in Real Estate .....	07	_____
Office Premises & Equipment, net .....	08	1,425,116.
Investments in Subsidiary Corporations .....	09	_____
Goodwill .....	10	_____
Other Assets and Deferred Charges .....	11	1,999,487.
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 178,154,394.</b>

#### LIABILITIES

Deposit Accounts .....	13	155,028,611.
Advances from FHLB of Dallas .....	14	7,603,000.
Other Borrowed Money .....	15	_____
Other Liabilities .....	16	1,790,681.
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 164,422,292.</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	_____
Common Stock .....	19	_____
Paid-in Surplus .....	20	_____
Other Capital Accounts .....	21	_____
Retained Earnings .....	22	13,732,102.
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 13,732,102.</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 178,154,394.</b>

# PERRYTON

## Interstate Savings and Loan Association

Street Address: 301 S. Main St., 79070

806/435-4071

Mail Address: P.O. Box 947, 79070

FAX 806/435-4153

Managing Officer: Nina Beth Hargrove, Sr. EVP/COO

Other Officers: H.C. Brillhart, Jr., President/CEO; Joe K. Ogden, Controller; Margaret Lair, VP

Board of Directors: H.C. Brillhart, Jr., Chairman, Claude W. Betty, J. Kenny Norris, Ellis Sammons, William Mac Tregellas

Charter Number: 370

Number of Authorized Branches: 1

Charter Date: 05/09/58

Number of Operating Branches: 1

Date Insured: 02/26/59

Number of Operating Agencies: 0

Branch Locations: Spearman

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 1,927,579.
Securities and Investments	02	6,157,553.
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	270,100.
Mortgage Loans (Incl. MBS)	04	29,858,776.
Other Loans	05	937,106.
Real Estate Owned	06	417,776.
Investment in Real Estate	07	0.
Office Premises & Equipment, net	08	622,988.
Investments in Subsidiary Corporations	09	0.
Goodwill	10	0.
Other Assets and Deferred Charges	11	490,375.
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$ 40,682,253.</b>

#### LIABILITIES

Deposit Accounts	13	35,914,963.
Advances from FHLB of Dallas	14	1,408,026.
Other Borrowed Money	15	0.
Other Liabilities	16	672,051.
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$ 37,995,040.</b>

#### EQUITY CAPITAL

Preferred Stock	18	0.
Common Stock	19	350,000.
Paid-In Surplus	20	150,000.
Other Capital Accounts	21	(375,613.)
Retained Earnings	22	2,562,826.
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ 2,687,213.</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$ 40,682,253.</b>

# PITTSBURG

## Cypress Bank, Federal Savings Bank

Street Address: 120 S. Greer Blvd., 75686

903/856-6653

Mail Address: P.O. Box 849, 75686

FAX 903/856-5822

Managing Officer: Gary Y. Bicknell, President

Other Officers: E.E. Julian, VP; R.F. Cook, Jr., VP; Jan Branch, VP; Nancy

McKinney, VP; Don Reynolds, Secretary; Martha Davis Assistant Secretary

Board of Directors: Bullard Johns, Chairman, R.F. Cook, Jr., E.E. Julian, John C.

Spencer, Jr., Donald W. Reynolds, Gary Y. Bicknell, David Lake

Charter Number: 521

Number of Authorized Branches: 2

Charter Date: 03/18/76

Number of Operating Branches: 2

Date Insured: 09/27/77

Number of Operating Agencies: 0

Branch Locations: Commerce, Lone Star

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$ 1,458,749.
Securities and Investments .....	02 1,519,284.
Stock In Federal Home Loan Bank .....	03 261,300.
Mortgage Loans (Incl. MBS) .....	04 26,678,835.
Other Loans .....	05 8,437,566.
Real Estate Owned .....	06 0.
Investment in Real Estate .....	07 0.
Office Premises & Equipment, net .....	08 382,568.
Investments in Subsidiary Corporations .....	09 17,401.
Goodwill .....	10 0.
Other Assets and Deferred Charges .....	11 113,283.
<b>TOTAL ASSETS .....</b>	<b>12 \$ 38,868,986.</b>

#### LIABILITIES

Deposit Accounts .....	13 34,295,348.
Advances from FHLB of Dallas .....	14 1,849,989.
Other Borrowed Money .....	15 0.
Other Liabilities .....	16 446,646.
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ 36,591,983.</b>

#### EQUITY CAPITAL

Preferred Stock .....	18 0.
Common Stock .....	19 975,807.
Paid-in Surplus .....	20 324,825.
Other Capital Accounts .....	21
Retained Earnings .....	22 976,371.
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ 2,277,003.</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ 38,868,986.</b>

# REFUGIO

## Olympic Savings Association

Street Address: 707 Commerce, 78377

512/526-2318

Mail Address: P.O. Drawer 1010, 78377

FAX 512/526-2310

Managing Officer: Richard Curtis, President

Other Officers: Dora M. Cantu, SVP; Robert E. Rooke, Secretary

Board of Directors: Richard Curtis, Chairman, Durwood C. Boenig, Delbert M. Cox,  
Robert E. Rooke, Marion R. Scanio, D.H. Braman, Jr. (Advisory), Frank J. Scanio,  
Jr. (Advisory)

Charter Number: 387

Number of Authorized Branches: 2

Charter Date: 04/16/59

Number of Operating Branches: 2

Date Insured: 03/29/60

Number of Operating Agencies: 0

Branch Locations: Rockport

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 3,466,588
Securities and Investments .....	02	3,233,389
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	230,500
Mortgage Loans (Incl. MBS) .....	04	20,043,996
Other Loans .....	05	441,126
Real Estate Owned .....	06	106,477
Investment in Real Estate .....	07	_____
Office Premises & Equipment, net .....	08	374,387
Investments in Subsidiary Corporations .....	09	_____
Goodwill .....	10	_____
Other Assets and Deferred Charges .....	11	81,901
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 27,978,364</b>

#### LIABILITIES

Deposit Accounts .....	13	23,536,778
Advances from FHLB of Dallas .....	14	_____
Other Borrowed Money .....	15	_____
Other Liabilities .....	16	283,551
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 23,820,329</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	_____
Common Stock .....	19	254,100
Paid-In Surplus .....	20	52,500
Other Capital Accounts .....	21	_____
Retained Earnings .....	22	3,851,435
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 4,158,035</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 27,978,364</b>

# ROSENBERG

## Fort Bend Federal Savings and Loan Association of Rosenberg

Street Address: 3400 Avenue H, 77471

713/342-5571

Mail Address: P.O. Box 951, 77471

Managing Officer: Lane Ward, President

Other Officers: David D. Rinehart, SVP; Larry J. Dobrava, SVP; Sandra Samford,  
Secretary

Board of Directors: R.W. Lindsey, Chairman, G.C. Brady, J. Patrick Gubbels, W.A.  
Little, Wayne O. Poldrack, Lane Ward, Ron L. Workman, Advisory Director,  
Doyle G. Callender, Advisory Director

Charter Number: 2395

Number of Authorized Branches: 3

Charter Date: 11/25/33

Number of Operating Branches: 3

Date Insured: 10/26/34

Number of Operating Agencies: 0

Branch Locations: East Bernard, Houston, Needville

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$ 19,312,000
Securities and Investments .....	02 9,446,000
Stock in Federal Home Loan Bank .....	03 1,439,000
Mortgage Loans (Incl. MBS) .....	04 185,943,000
Other Loans .....	05 16,986,000
Real Estate Owned .....	06 38,000
Investment in Real Estate .....	07 0
Office Premises & Equipment, net .....	08 3,666,000
Investments in Subsidiary Corporations .....	09 259,000
Goodwill .....	10 0
Other Assets and Deferred Charges .....	11 3,739,000
<b>TOTAL ASSETS .....</b>	<b>12 \$ 240,828,000</b>

#### LIABILITIES

Deposit Accounts .....	13 214,799,000
Advances from FHLB of Dallas .....	14 3,981,000
Other Borrowed Money .....	15 395,000
Other Liabilities .....	16 4,749,000
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ 223,924,000</b>

#### EQUITY CAPITAL

Preferred Stock .....	18 0
Common Stock .....	19 9,000
Additional Paid-in Capital .....	20 7,015,000
Other Capital Accounts .....	21 4,805,000
Retained Earnings .....	22 5,075,000
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ 16,904,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ 240,828,000</b>

# ROWLETT

## Texas Heritage Savings Association/Banc

Street Address: 9802 Lakeview Parkway, 75088

214/475-1213

Mail Address: P.O. Box 880, 75030-0880

FAX 214/475-5221

Managing Officer: Joe L. Williams, President

Other Officers: Kyle Warren, SVP/CFO; Sherry Millsap, SVP/Lending; Charles L.

Baggs, VP/Operations/Secretary; Bryan Sandlin, VP; Blanca Barrett, AVP; Vickie Helm, AVP

Board of Directors: Ike Harris, Chairman, Richard M. Allen, Darrell Marshall, Joe L. Williams, Michael Holden, Gary Maxwell

Charter Number: 611

Number of Authorized Branches: 3

Charter Date: 09/14/84

Number of Operating Branches: 3

Date Insured: 12/18/85

Number of Operating Agencies: 0

Branch Locations: Garland, Bedford, Rockwall

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 2,305,071
Securities and Investments	02	1,723,407
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	640,600
Mortgage Loans (Incl. MBS)	04	53,694,316
Other Loans	05	1,824,395
Real Estate Owned	06	838,877
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	1,198,400
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	296,664
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$ 62,521,730</b>

#### LIABILITIES

Deposit Accounts	13	53,313,580
Advances from FHLB of Dallas	14	4,306,699
Other Borrowed Money	15	-0-
Other Liabilities	16	703,909
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$ 58,324,188</b>

#### EQUITY CAPITAL

Preferred Stock	18	39,000
Common Stock	19	1,402,500
Paid-in Surplus	20	1,616,446
Other Capital Accounts	21	( 21,025)
Retained Earnings	22	1,160,621
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ 4,197,542</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$ 62,521,730</b>



# SAN ANTONIO

## USAA Federal Savings Bank

Street Address: 10750 McDermott Frwy., 78288

210/498-2265

Mail Address: 10750 McDermott Frwy., 78288

FAX 210/498-7210

Managing Officer: Mark H. Wright, President/CEO

Other Officers: Susan K. Evers, SVP/Treasurer; John C. Swanson, Jr., SVP; J. Carryl Seaman, SVP; Paul K. Beyer, SVP; Judy K. McCormick, Secretary

Board of Directors: M. Staser Holcomb, Chairman, Charles E. Bishop, Kenneth R. Fleenor, Richard W. Hagauer, Carlos R. Montemayor, James E. Olsson, Jane B. Phipps, David M. Robinson, Mark H. Wright, Josue Robles, Jr., Arthur R. Emerson

Charter Number: 7975

Number of Authorized Branches: 0

Charter Date: 12/30/83

Number of Operating Branches: 0

Date Insured: 12/30/83

Number of Operating Agencies: 1

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1995 (In Thousands)

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$ 184,437
Securities and Investments .....	02 143,810
Stock in Federal Home Loan Bank .....	03 17,101
Mortgage Loans (Incl. MBS) .....	04 471,008
Other Loans .....	05 4,803,922
Real Estate Owned .....	06 26
Investment in Real Estate .....	07 0
Office Premises & Equipment, net .....	08 124,943
Investments in Subsidiary Corporations .....	09 0
Goodwill .....	10 0
Other Assets and Deferred Charges .....	11 60,468
<b>TOTAL ASSETS .....</b>	<b>12 \$ 5,805,715</b>

#### LIABILITIES

Deposit Accounts .....	13 2,081,720
Advances from FHLB of Dallas .....	14 0
Other Borrowed Money .....	15 3,039,437
Other Liabilities .....	16 93,919
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ 5,215,076</b>

#### EQUITY CAPITAL

Preferred Stock .....	18 25,100
Common Stock .....	19 18,000
Paid-In Surplus .....	20 166,580
Other Capital Accounts .....	21 0
Retained Earnings .....	22 380,959
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ 590,639</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ 5,805,715</b>

# SAN MARCOS

## Balcones Bank, SSB

Street Address: 301 North C.M. Allen Pkwy., 78666

512/396-2468

Mail Address: P.O. Drawer 926, 78667

FAX 512/353-0478

Managing Officer: W. Chapman Bell, President

Other Officers: Wayne Becak, SVP; Ben Whitten, VP; Yvonne Henk, VP; Tim

Snodgrass, VP; Tom Brown, AVP; Brian McCoy, Secretary/Treasurer

Board of Directors: Howard Yeagan, Chairman, W. Chapman Bell, Brian McCoy,

Emmett McCoy, Patty Sullivan, Frank Irby

Charter Number: 7

Number of Authorized Branches: 2

Charter Date: 10/1/94

Number of Operating Branches: 2

Date Insured: 03/03/80

Number of Operating Agencies: 0

Branch Locations: Kyle, Wimberly

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 10,486,000
Securities and Investments	02	11,245,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	452,000
Mortgage Loans (Incl. MBS)	04	30,347,000
Other Loans	05	1,052,000
Real Estate Owned	06	0
Investment in Real Estate	07	0
Office Premises & Equipment, net	08	1,311,000
Investments in Subsidiary Corporations	09	0
Goodwill	10	0
Other Assets and Deferred Charges	11	1,683,000
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$ 56,576,000</b>

#### LIABILITIES

Deposit Accounts	13	47,649,000
Advances from FHLB of Dallas	14	14,000
Other Borrowed Money	15	0
Other Liabilities	16	739,000
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$ 48,402,000</b>

#### EQUITY CAPITAL

Preferred Stock	18	0
Common Stock	19	6,650,000
Paid-In Surplus	20	2,897,000
Other Capital Accounts	21	(35,000)
Retained Earnings	22	(1,338,000)
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ 8,174,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$ 56,576,000</b>

# SMITHVILLE

## Smithville Savings and Loan Association

Street Address: 312 Main St., 78957 512/237-2482

Mail Address: P.O. Box 569, 78957 800/494-2482

Managing Officer: David J. Weir, President/CEO FAX 512/237-2484

Other Officers: Mike C. Maney, Secretary; Nancy M. Janecek, VP

Board of Directors: Barry Hannath, Chairman, Virginia Guyton, Vernon Richards,  
Mike C. Maney, Gordon Fowler, David J. Weir, Clinton Wright

Charter Number: 543	Number of Authorized Branches: 0
Charter Date: 08/07/34	Number of Operating Branches: 0
Date Insured: 12/22/34	Number of Operating Agencies: 1

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1995

	ASSETS	UNAUDITED
Cash on Hand and Demand Deposits	01	\$ 266,000
Securities and Investments	02	<u>2,856,000</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>394,600</u>
Mortgage Loans (Incl. MBS)	04	<u>27,745,000</u>
Other Loans	05	<u>772,000</u>
Real Estate Owned	06	<u>0</u>
Investment in Real Estate	07	<u>0</u>
Office Premises & Equipment, net	08	<u>1,128,000</u>
Investments in Subsidiary Corporations	09	<u>7,000</u>
Goodwill	10	<u>0</u>
Other Assets and Deferred Charges	11	<u>34,900</u>
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$ <u>33,203,500</u></b>
<b>LIABILITIES</b>		
Deposit Accounts	13	<u>30,103,408</u>
Advances from FHLB of Dallas	14	<u>0</u>
Other Borrowed Money	15	<u>0</u>
Other Liabilities	16	<u>593,463</u>
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$ <u>30,696,871</u></b>
<b>EQUITY CAPITAL</b>		
Preferred Stock	18	<u>0</u>
Common Stock	19	<u>0</u>
Paid-in Surplus	20	<u>0</u>
Other Capital Accounts	21	<u>0</u>
Retained Earnings	22	<u>2,506,629</u>
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ <u>2,506,629</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$ <u>33,203,500</u></b>

# SNYDER

## Snyder Savings and Loan Association

Street Address: 2619 College Ave., 79549

915/573-9305

Mail Address: P.O. Box 830, 79550

FAX 915/573-0235

Managing Officer: J.B. Tate, Jr., President

Other Officers: Kendra Stephens, VP/Compliance; Doris Rollins, AVP

Board of Directors: M.L. Duke, Chairman, John H. Boren, Charles Church, John Coffman, David Cotton, Fla Joyce, J.B. Tate, Jr.

Charter Number: 356

Number of Authorized Branches: 0

Charter Date: 01/07/57

Number of Operating Branches: 0

Date Insured: 09/24/57

Number of Operating Agencies: 1

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 1,862,000
Securities and Investments	02	12,774,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	681,000
Mortgage Loans (Incl. MBS)	04	30,657,000
Other Loans	05	3,504,000
Real Estate Owned	06	239,000
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	187,000
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	34,000
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$49,938,000</b>

#### LIABILITIES

Deposit Accounts	13	34,756,000
Advances from FHLB of Dallas	14	10,891,000
Other Borrowed Money	15	-0-
Other Liabilities	16	300,000
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$45,947,000</b>

#### EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	300,000
Paid-In Surplus	20	-0-
Other Capital Accounts	21	66,000
Retained Earnings	22	3,625,000
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ 3,991,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$49,938,000</b>

# SULPHUR SPRINGS

## Loan and Building State Savings Bank

Street Address: 306 N. Davis St., 75482

903/885-2121

Mail Address: P.O. Box 557, 75483

Managing Officer: C. Glynn Lowe, President

Other Officers: Dan M. Phillips, SVP; Norma McIlwain, VP/Treasurer; Linda Galligher, SVP/Secretary

Board of Directors: C. Glynn Lowe, Chairman, W.T. Allison, II, E.L. Ashcroft III, Dan E. Bonner, Bobby J. Burgin, J.H. Connelly, Wayne Galyean, T.J. Payne

Charter Number: 14

Number of Authorized Branches: 4

Charter Date: 11/13/95

Number of Operating Branches: 4

Date Insured: 7/14/1938

Number of Operating Agencies: 1

**Branch Locations:** Daingerfield, Mt. Pleasant, Mt. Vernon, Pittsburg, Texarkana

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 2,180,000.
Securities and Investments	02	<u>16,633,000.</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>728,000.</u>
Mortgage Loans (Incl. MBS)	04	<u>109,289,000.</u>
Other Loans	05	<u>4,232,000.</u>
Real Estate Owned	06	<u>322,000.</u>
Investment in Real Estate	07	<u>125,000.</u>
Office Premises & Equipment, net	08	<u>2,188,000.</u>
Investments in Subsidiary Corporations	09	<u>2,000.</u>
Goodwill	10	<u>0.</u>
Other Assets and Deferred Charges	11	<u>597,000.</u>
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$ <u>136,296,000.</u></b>

#### LIABILITIES

Deposit Accounts	13	<u>102,042,000.</u>
Advances from FHLB of Dallas	14	<u>13,500,000.</u>
Other Borrowed Money	15	<u>897,000.</u>
Other Liabilities	16	<u>1,381,000.</u>
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$ <u>117,820,000.</u></b>

#### EQUITY CAPITAL

Preferred Stock	18	<u>0.</u>
Common Stock	19	<u>0.</u>
Paid-in Surplus	20	<u>15,864,000.</u>
Other Capital Accounts	21	<u>1,089,000.</u>
Retained Earnings	22	<u>3,701,000.</u>
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ <u>18,476,000.</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$ <u>136,296,000.</u></b>

# TERRELL

## Terrell Federal Savings and Loan Association

Street Address: 102 W. High, 75160

214/563-2657

Mail Address: P.O. Box 39, 75160

FAX 214/563-6814

Managing Officer: Robert E. Watson

Other Officers: Pat Baker, President; Margaret Clayton, VP; M.L. Risinger, VP; Joe Rogers, Secretary

Board of Directors: Pat Baker, Chairman, Margaret Clayton, Joe Rogers, Mary Gayle Ramsey, Dr. M.L. Risinger, J.M. Catlin, Robert E. Watson

Charter Number: 3102

Number of Authorized Branches: 0

Charter Date: 04/17/22

Number of Operating Branches: 0

Date Insured: 04/17/22

Number of Operating Agencies: 1

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1985

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$	<u>402,000</u>
Securities and Investments .....	02	<u>12,353,000</u>	
Stock in Federal Home Loan Bank .....	03	<u>331,000</u>	
Mortgage Loans (Incl. MBS) .....	04	<u>24,662,000</u>	
Other Loans .....	05	<u>401,000</u>	
Real Estate Owned .....	06	<u>-0-</u>	
Investment in Real Estate .....	07	<u>101,000</u>	
Office Premises & Equipment, net .....	08	<u>190,000</u>	
Investments in Subsidiary Corporations .....	09	<u>122,000</u>	
Goodwill .....	10	<u>-0-</u>	
Other Assets and Deferred Charges .....	11	<u>(199,000)</u>	
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$</b>	<b><u>38,363,000</u></b>

#### LIABILITIES

Deposit Accounts .....	13	<u>33,594,000</u>	
Advances from FHLB of Dallas .....	14	<u>750,000</u>	
Other Borrowed Money .....	15	<u>-0-</u>	
Other Liabilities .....	16	<u>342,000</u>	
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$</b>	<b><u>34,686,000</u></b>

#### EQUITY CAPITAL

Preferred Stock .....	18	<u>122,000</u>	
Common Stock .....	19	<u>-0-</u>	
Paid-in Surplus .....	20	<u>-0-</u>	
Other Capital Accounts .....	21	<u>-0-</u>	
Retained Earnings .....	22	<u>3,555,000</u>	
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$</b>	<b><u>3,677,000</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$</b>	<b><u>38,363,000</u></b>

# TYLER

## First Federal Savings and Loan Association

Street Address: 1200 S. Beckham, 75701

903/593-1767

Mail Address: P.O. Box 6910, 75711

FAX 903/593-1094

Managing Officer: Gerald W. Free, President

Other Officers: Derrell W. Chapman, VP; Joe C. Hobson, SVP; William L. Wilson,  
Treasurer; Sandra Allen, Secretary

Board of Directors: Jack W. Flock, Chairman, M. Earl Davis, James W. Fair, Gerald  
W. Free, L. Lee Kidd, Dr. Jim M. Vaughn, Charles R. Halstead, H.H. Richardson,  
Jr.

Charter Number: 1610

Number of Authorized Branches: 1

Charter Date: 07/24/23

Number of Operating Branches: 1

Date Insured: 07/20/39

Number of Operating Agencies: 1

Branch Locations: Whitehouse

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 712,130
Securities and Investments .....	02	39,986,641
Stock in Federal Home Loan Bank .....	03	907,900
Mortgage Loans (Incl. MBS) .....	04	73,038,006
Other Loans .....	05	871,382
Real Estate Owned .....	06	82,800
Investment in Real Estate .....	07	-0-
Office Premises & Equipment, net .....	08	1,002,569
Investments in Subsidiary Corporations .....	09	-0-
Goodwill .....	10	-0-
Other Assets and Deferred Charges .....	11	388,050
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$116,989,478</b>

#### LIABILITIES

Deposit Accounts .....	13	97,215,074
Advances from FHLB of Dallas .....	14	-0-
Other Borrowed Money .....	15	-0-
Other Liabilities .....	16	2,630,424
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 99,845,498</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	-0-
Common Stock .....	19	12,152
Paid-in Surplus .....	20	5,737,848
Other Capital Accounts .....	21	(1,414,893)
Retained Earnings .....	22	12,808,873
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 17,143,980</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$116,989,478</b>

# VICTORIA

## South Texas Savings Bank, fsb

Street Address: 1205 N. Navarro, 77901

512/573-5241

Mail Address: P.O. Box 2118, 77902

FAX 512/573-1904

Managing Officer: Keith S. Hogan, President

Other Officers: Stephen Hipes, Vice Chairman/COO; Michael J. Brown, SVP; Colleen Taylor, VP/Controller; Billy Perkins, VP; Ernest D. Flood, VP; Geri Schroeder, VP/Secretary

Board of Directors: Dan R. Coleman, Chairman, William S. Fly, Blanche B. Carter, Frank S. Buhler, III, David Wearden, Nathan Loth, Keith S. Hogan, Stuart Shipnes

Charter Number: 4869

Number of Authorized Branches: 8

Charter Date: 01/17/90

Number of Operating Branches: 8

Date Insured: 02/10/50

Number of Operating Agencies: 1

Branch Locations: Cuero, Edna, Hallettsville, Port Lavaca, Sinton, Victoria, Yorktown

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$	<u>6,149,992</u>
Securities and Investments .....	02	<u>18,109,034</u>
Stock in Federal Home Loan Bank .....	03	<u>2,453,900</u>
Mortgage Loans (Incl. MBS) .....	04	<u>136,316,563</u>
Other Loans .....	05	<u>6,887,300</u>
Real Estate Owned .....	06	<u>328,450</u>
Investment in Real Estate .....	07	<u>107,599</u>
Office Premises & Equipment, net .....	08	<u>2,080,631</u>
Investments in Subsidiary Corporations .....	09	<u>548,210</u>
Goodwill .....	10	<u>-0-</u>
Other Assets and Deferred Charges .....	11	<u>2,159,911</u>
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ <u>175,141,590</u></b>

#### LIABILITIES

Deposit Accounts .....	13	<u>159,281,537</u>
Advances from FHLB of Dallas .....	14	<u>-0-</u>
Other Borrowed Money .....	15	<u>-0-</u>
Other Liabilities .....	16	<u>3,978,061</u>
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ <u>163,259,598</u></b>

#### EQUITY CAPITAL

Preferred Stock .....	18	<u>-0-</u>
Common Stock .....	19	<u>1,210,000</u>
Paid-In Surplus .....	20	<u>707,371</u>
Other Capital Accounts .....	21	<u>96,969</u>
Retained Earnings .....	22	<u>9,867,652</u>
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ <u>11,881,992</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ <u>175,141,590</u></b>



# WESLACO

## River Valley Bank, F.S.B.

Street Address: 606 S. Texas, 78596

210/968-5551

Mail Address: P.O. Box 1125, 78596

Managing Officer: Richard J. Dalton, CEO

Other Officers: Robert Calvillo, SVP; Pat Celaya, SVP; Flo Lasater, SVP

Board of Directors: Steve Bangert, Chairman, James R. Batsell, Richard J. Dalton,

Conrado de la Garza, Homer J. Holland, Mark S. Kipnis, Ronald Pikus, Larry

Pressler, John Rose, Howard R. Ross

Charter Number: 4123

Number of Authorized Branches: 5

Charter Date: 08/14/92

Number of Operating Branches: 4

Date Insured: 08/14/92

Number of Operating Agencies: 0

Branch Locations: Brownsville, Harlingen, McAllen, Weslaco

### STATEMENT OF CONDITION - DECEMBER 31, 1995

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 4,399,631.
Securities and Investments .....	02	22,403,690.
Stock in Federal Home Loan Bank .....	03	1,473,300.
Mortgage Loans (Incl. MBS) .....	04	119,844,281.
Other Loans .....	05	13,093,011.
Real Estate Owned .....	06	73,079.
Investment in Real Estate .....	07	-0-
Office Premises & Equipment, net .....	08	3,499,455.
Investments in Subsidiary Corporations .....	09	264,605.
Goodwill .....	10	-0-
Other Assets and Deferred Charges .....	11	1,322,547.
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$66,373,599.</b>

#### LIABILITIES

Deposit Accounts .....	13	137,630,098.
Advances from FHLB of Dallas .....	14	-0-
Other Borrowed Money .....	15	8,121,413.
Other Liabilities .....	16	7,904,256.
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$53,655,767.</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	-0-
Common Stock .....	19	1,000.
Paid-in Surplus .....	20	10,379,613.
Other Capital Accounts .....	21	-0-
Retained Earnings .....	22	2,337,219.
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$12,717,832.</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$66,373,599.</b>

# IRWINDALE, CA

**Savings of America (subsidiary of Home Savings of America, FSB)**

Street Address: 4900 Rivergrade Rd., 91706

818/960-6311

Mail Address: 4900 Rivergrade Rd., 91706

Managing Officer: Richard H. Deihl, Chairman

Other Officers: Charles R. Rinehart, President; Tim S. Glassett, Secretary; William A. Barrett, EVP; Dallis E. Brewer, EVP; George G. Gregory, EVP

Board of Directors: Richard H. Diehl, Chairman, Lodwick M. Cook, Robert M.

DeKruif, David S. Hannah, Byron Allumbaugh, Betsy Sanders, Robert H.

Ahmanson, William H. Ahmanson, Richard M. Bressler, Bill Daniels, George Gregory, William Schute, Delia Reyes, Charlie Rinehart

*Charter Number:*

*Number of Authorized Branches:* 397

*Charter Date:*

*Number of Operating Branches:* 393

*Date Insured:* 05/01/41

*Number of Operating Agencies:* 0

**Branch Locations in Texas:** Beaumont, Dallas, Deer Park, Groves, Houston, Humble, Hurst, Irving, Nederland, Richardson, San Antonio, Webster

STATEMENT OF CONDITION - DECEMBER 31, 1995

ASSETS

Cash on Hand and Demand Deposits .....	01 \$ 702,140
Securities and Investments .....	02 6,393,302
Stock in Federal Home Loan Bank .....	03 0
Mortgage Loans (Incl. MBS) .....	04 41,114,170
Other Loans .....	05 109,855
Real Estate Owned .....	06 199,622
Investment in Real Estate .....	07 216,737
Office Premises & Equipment, net.....	08 175,172
Investments in Subsidiary Corporations .....	09 1,301,973
Goodwill .....	10 0
Other Assets and Deferred Charges .....	11 962,217
<b>TOTAL ASSETS .....</b>	<b>12 \$ 51,175,188</b>

LIABILITIES

Deposit Accounts .....	13 34,545,619
Advances from FHLB of Dallas .....	14 4,350,161
Other Borrowed Money .....	15 8,343,638
Other Liabilities .....	16 788,160
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ 48,027,578</b>

EQUITY CAPITAL

Preferred Stock .....	18 0
Common Stock .....	19 1,372
Paid-in Surplus .....	20 1,407,185
Other Capital Accounts .....	21 19,745
Retained Earnings .....	22 1,719,308
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ 3,147,610</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ 51,175,188</b>

# OAKLAND, CA

## World Savings and Loan Association, FSLA

Street Address: 1901 Harrison St., 94612

510/446-6000

Mail Address:: 1901 Harrison St., 94612

Managing Officers: Herbert M. Sandler & Marion O. Sandler, Chairman/CEO

Other Officers: James T. Judd, President; Robert C. Rowe, Secretary

Board of Directors: Herbert M. Sandler & Marion O. Sandler, Chairman, Louis J.

Galen, William D. McKee, Bernard A. Osher, Paul Sack, Kenneth T. Rosen,

James T. Judd, Russell W. Kettell, Patricia A. King, Antonia Hernandez

Charter Number: 6717

Number of Authorized Branches: 226

Charter Date: 1912

Number of Operating Branches: 226

Date Insured: 1933

Number of Operating Agencies: 0

Branch Locations in Texas: Dallas, Houston, Irving, Katy, Kingwood, Rockwall, Spring, Sugar Land, Temple, The Woodlands

### STATEMENT OF CONDITION - DECEMBER 31, 1995 (Dollars in Thousands)

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 216,567
Securities and Investments .....	02	1,258,600
Stock in Federal Home Loan Bank .....	03	350,405
Mortgage Loans (incl. MBS) .....	04	27,749,183
Other Loans .....	05	31,737
Real Estate Owned .....	06	75,601
Investment in Real Estate .....	07	450
Office Premises & Equipment, net .....	08	192,717
Investments in Subsidiary Corporations .....	09	-0-
Goodwill .....	10	131,533
Other Assets and Deferred Charges .....	11	347,947
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$30,354,740</b>

#### LIABILITIES

Deposit Accounts .....	13	17,387,153
Advances from FHLB of Dallas .....	14	-0-
Other Borrowed Money .....	15	10,056,232
Other Liabilities .....	16	783,026
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$28,226,411</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	-0-
Common Stock .....	19	150
Paid-in Surplus .....	20	233,441
Other Capital Accounts .....	21	71,886
Retained Earnings .....	22	1,822,852
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 2,128,329</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$30,354,740</b>



