

TXD S400.3 AN78 1997
2/07/99 02/04
D. L. 0610 40488379
University of Texas-Pan American
Texas State Document

Texas Savings & Loan Department

Sixty-Ninth Annual Report

of

Savings Institutions



U.S. GOVERNMENT DOCUMENT
DEPOSITORY LIBRARY NO. 610

FEB 13 1999

UNIVERSITY OF TEXAS PAN AMERICAN
EDINBURG TEXAS 78539-2999

James L. Pledger

Savings & Loan Commissioner

of Texas

December 31, 1997

FINANCE COMMISSION OF TEXAS

MEMBERS

W. D. Hilton, Jr., Chairman
Jeff Austin, Jr.
Hubert Bell, Jr.
James T. Chambers
Kay Glover
Steven C. Hastings
Chip Johnson
Marlene Martin
Manuel J. Mehos
Buddy Puente, Jr.

Garland
Jacksonville
Austin
Stephenville
Austin
Arlington
Dallas
San Antonio
Houston
Fort Worth

TEXAS SAVINGS AND LOAN DEPARTMENT

2601 North Lamar, Suite 201
Austin, Texas 78705

512/475-1350
FAX 512/475-1360

Staff

James L. Pledger
Anne Hulsman
John E. McClung
John De Marines
Margaret Wofford
Clark Johnson
Teresa Scarborough
Brenda Woolever
David de la Rosa

Commissioner
Executive Assistant
Director of Examinations
Director of Corporate Activities
Chief Administrative Officer
Supervisory Analyst
Supervisory Analyst
Administrative Technician
Receptionist

Examiners

Leon Buck
Douglas Foster

Charles Hicks
Patsy Smith

TABLE OF CONTENTS

Table I -	Number of Associations in Texas	1
Table II -	Branching in Texas - December 31, 1997	2
Table III -	Stock and Mutual Associations in Texas	3
Table IV -	Standard Metropolitan Statistical Areas	4
Table V -	Comparative Classification of Associations	5
Table VI -	Combined Statement of Condition Domestic State and Federally Chartered Associations in Texas	6
Table VII -	Combined Statement of Condition Domestic State Chartered Savings Institutions	7
Table VIII -	Combined Statement of Condition Federally Chartered Savings and Loan Associations	8
Table IX -	Total Assets of Associations in Texas by Counties	9
Table X -	Texas Associations -- By Asset Size	15
Table XI -	Texas Associations -- By Deposit Size	17
	De novo State Savings Banks	19
	De novo Federal Institutions	19
	Conversions to State Savings Bank	19
	State Chartered Merger With State Bank Survivor	19
	State Chartered Name Changes Approved	19
	State Chartered Merger With Federal Savings Bank Survivor	20
	Change of Control of State Savings Bank Approved	20
	State Chartered Purchase/Sale of Branch Offices Approved	20
	Federal Institution Purchase/Sale of Branch Offices Approved	20
	State Chartered Branch Offices Approved	21

Federally Chartered Branch Offices Approved	21
State Chartered Remote Service Units Approved	22
State Chartered Branch Office Relocation Approved	22
Federally Chartered Branch Office Relocation Approved	22
State Chartered Home Office Relocation Approved	22
1998 Subsequent State Activity	23
Home Office By City	24
Index of Institutions	27

TABLE I

NUMBER OF ASSOCIATIONS IN TEXAS

TYPE OF ASSOCIATION	12/31/97	12/31/96	PERCENT CHANGE
STATE CHARTERED			
STOCK	19	21	-9.5%
MUTUAL	2	1	100.0%
TOTAL STATE	21	22	-4.5%
FEDERAL CHARTERED			
STOCK	22	21	4.8%
MUTUAL	6	7	-14.3%
TOTAL FEDERAL	28	28	0.0%
TOTAL STATE AND FEDERAL	49	50	-2.0%

TABLE II

BRANCHING IN TEXAS - DECEMBER 31, 1997

TYPE CHARTER	ASSNS	BRANCHES	ASSOCIATIONS WITH BRANCHES	ASSOCIATIONS WITHOUT BRANCHES
STATE	21	147	18	3
FEDERAL	28	294	20	8
TOTAL	49	441	38	11

TABLE III

STOCK AND MUTUAL ASSOCIATIONS IN TEXAS

DECEMBER 31, 1997

TYPE OF ASSOCIATION	NO. OF ASSNS	DEPOSITS	ASSETS	LOANS	NET WORTH
STATE CHARTERED					
STOCK	19	\$5,690,459,055	\$8,058,149,552	\$6,698,730,815	\$755,949,360
MUTUAL	2	101,220,442	120,947,658	79,935,956	16,157,604
TOTAL STATE	21	\$5,791,679,497	\$8,179,097,210	\$6,778,666,771	\$772,106,964
FEDERAL CHARTERED					
STOCK	22	\$21,168,265,029	\$39,457,527,101	\$32,331,051,508	\$3,013,489,389
MUTUAL	6	503,103,517	600,226,495	467,113,469	49,376,260
TOTAL FEDERAL	28	\$21,671,368,546	\$40,057,753,596	\$32,798,164,977	\$3,062,865,649
TOTAL	49	\$27,463,048,043	\$48,236,850,806	\$39,576,831,748	\$3,834,972,613

TABLE IV

STANDARD METROPOLITAN STATISTICAL AREAS

SMSA	NO. OF ASSNS	TOTAL ASSETS	TOTAL DEPOSITS
AUSTIN	3	\$240,976,026	\$214,793,550
BEAUMONT-PORT ARTHUR-ORANGE	1	142,001,000	125,924,000
CORPUS CHRISTI	1	1,214,582,000	927,479,000
DALLAS-FORT WORTH	10	16,614,724,197	10,499,807,953
BRYAN-COLLEGE STATION	3	2,441,892,117	2,109,257,226
GALVESTON-TEXAS CITY	0	0	0
HOUSTON	8	19,280,903,439	8,957,645,018
LUBBOCK	0	0	0
MIDLAND	0	0	0
ODESSA	0	0	0
SAN ANTONIO	1	6,337,975,000	2,958,268,000
SAN ANGELO	0	0	0
TYLER	1	120,159,000	93,627,000
WICHITA FALLS	0	0	0
BROWNSVILLE-HARLINGEN-SAN BENITO	0	0	0
PANHANDLE	1	54,119,000	48,206,000
KILLEEN-TEMPLE	0	0	0
EL PASO	0	0	0
SHERMAN-DENISON	0	0	0
MCALLEN-PHARR-EDINBURG	0	0	0
ABILENE	0	0	0
LAREDO	0	0	0
LONGVIEW	0	0	0
WACO	0	0	0
TEXARKANA	0	0	0
WEST REGION	4	224,871,884	183,016,370
NORTHEAST REGION	6	677,990,106	557,142,758
SOUTHEAST REGION	6	391,663,229	350,166,709
SOUTH REGION	4	494,993,808	437,714,459
TOTALS	49	\$48,236,850,806	\$27,463,048,043

TABLE V

COMPARATIVE CLASSIFICATION OF ASSOCIATIONS
(BY ASSET SIZE)

ASSET SIZE (MILLIONS)		NO. OF ASSNS	%	TOTAL ASSETS IN SIZE GROUP	
FROM	TO				%
0	9	0	0.00%	\$0	0.00%
9	10	0	0.00%	0	0.00%
10	12	1	2.04%	11,408,814	0.02%
12	15	0	0.00%	0	0.00%
15	20	0	0.00%	0	0.00%
20	25	0	0.00%	0	0.00%
25	30	1	2.04%	26,970,000	0.06%
30	40	2	4.08%	70,198,609	0.15%
40	50	8	16.33%	345,517,690	0.72%
50	75	9	18.37%	569,083,083	1.18%
75	100	2	4.08%	182,880,053	0.38%
100	150	7	14.29%	894,100,449	1.85%
150	200	2	4.08%	363,671,767	0.75%
200	250	3	6.12%	681,862,178	1.41%
250	300	1	2.04%	257,913,899	0.53%
300	400	1	2.04%	301,692,000	0.63%
400	500	1	2.04%	406,137,976	0.84%
500	600	1	2.04%	573,159,288	1.19%
600	1,000	1	2.04%	651,267,000	1.35%
1,000	2,000	3	6.12%	4,527,748,000	9.39%
2,000	3,000	1	2.04%	2,910,203,000	6.03%
3,000	4,000	2	4.08%	6,150,441,000	12.75%
4,000	5,000	0	0.00%	0	0.00%
5,000	6,000	0	0.00%	0	0.00%
6,000	7,000	1	2.04%	6,337,975,000	13.14%
7,000	8,000	0	0.00%	0	0.00%
8,000	9,000	0	0.00%	0	0.00%
9,000	AND UP	2	4.08%	22,974,621,000	47.63%
TOTALS		49	100.00%	\$48,236,850,806	100.00%

TABLE VI

COMBINED STATEMENT OF CONDITION
DOMESTIC STATE AND FEDERALLY CHARTERED ASSOCIATIONS IN TEXAS
AS OF DECEMBER 31, 1997 AND DECEMBER 31, 1996

	49 ASSOCIATIONS 12/31/97	50 ASSOCIATIONS 12/31/96	INCREASE/ (DECREASE)	% CHANGE
ASSETS				
CASH ON HAND AND DEMAND DEPOSITS	\$1,990,661,664	\$909,750,152	\$1,080,911,512	118.8%
SECURITIES AND INVESTMENTS	3,458,520,498	3,146,162,009	312,358,489	9.9%
STOCK IN FEDERAL HOME LOAN BANK/FEDERAL RESERVE BANK	500,726,100	418,022,160	82,703,940	19.8%
MORTGAGE LOANS (INCLUDES MORTGAGE BACKED SECURITIES)	26,133,541,014	32,174,569,445	(6,041,028,431)	-18.8%
OTHER LOANS (INCLUDES FEDERAL FUNDS SOLD)	13,443,290,734	6,818,844,382	6,624,446,352	97.1%
REAL ESTATE OWNED	235,081,196	133,365,963	101,715,233	76.3%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	64,290,900	54,954,733	9,336,167	17.0%
OFFICE PREMISES & EQUIPMENT, NET	445,747,444	394,978,286	50,769,158	12.9%
INVESTMENTS IN SUBSIDIARY CORPORATIONS	20,105,039	21,774,049	(1,669,010)	-7.7%
GOODWILL	173,447,338	84,913,585	88,533,753	104.3%
OTHER ASSETS AND DEFERRED CHARGES	1,771,438,879	1,062,569,472	708,869,407	66.7%
TOTAL ASSETS	\$48,236,850,806	\$45,219,904,236	\$3,016,946,570	6.7%
LIABILITIES AND EQUITY CAPITAL				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$27,463,048,043	\$25,259,004,359	\$2,204,043,684	8.7%
ADVANCES FROM FHLB DALLAS	8,664,371,477	6,588,866,171	2,075,505,306	31.5%
OTHER BORROWED MONEY	6,892,704,213	9,313,698,755	(2,420,994,542)	-26.0%
OTHER LIABILITIES	1,231,697,460	614,646,399	617,051,061	100.4%
TOTAL LIABILITIES	\$44,251,821,193	\$41,776,215,684	\$2,475,605,509	5.9%
EQUITY CAPITAL:				
PREFERRED STOCK	\$298,492,873	\$321,147,304	(\$22,654,431)	-7.1%
COMMON STOCK	144,453,452	49,719,629	94,733,823	190.5%
PAID-IN SURPLUS	1,524,319,384	1,321,800,467	202,518,917	15.3%
OTHER CAPITAL ACCOUNTS	219,417,448	(10,887,661)	230,305,109	-2115.3%
RETAINED EARNINGS	1,798,346,456	1,761,908,813	36,437,643	2.1%
TOTAL EQUITY CAPITAL	\$3,985,029,613	\$3,443,688,552	\$541,341,061	15.7%
TOTAL LIABILITIES AND EQUITY CAPITAL	\$48,236,850,806	\$45,219,904,236	\$3,016,946,570	6.7%

TABLE VII

COMBINED STATEMENT OF CONDITION
DOMESTIC STATE CHARTERED SAVINGS INSTITUTIONS
AS OF DECEMBER 31, 1997 AND DECEMBER 31, 1996

	21 ASSOCIATIONS 12/31/97	22 ASSOCIATIONS 12/31/96	INCREASE/ (DECREASE)	% CHANGE
ASSETS				
CASH ON HAND AND DEMAND DEPOSITS	\$353,785,756	\$275,238,061	\$78,547,695	28.5%
SECURITIES AND INVESTMENTS	574,200,351	663,139,496	(88,939,145)	-13.4%
STOCK IN FEDERAL HOME LOAN BANK/FEDERAL RESERVE BANK	60,592,700	60,766,500	(173,800)	-0.3%
MORTGAGE LOANS (INCLUDES MORTGAGE BACKED SECURITIES)	6,278,284,852	6,608,203,932	(329,919,080)	-5.0%
OTHER LOANS (INCLUDES FEDERAL FUNDS SOLD)	500,381,919	449,014,468	51,367,451	11.4%
REAL ESTATE OWNED	115,276,715	50,212,415	65,064,300	129.6%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	56,279,476	51,612,746	4,666,730	9.0%
OFFICE PREMISES & EQUIPMENT, NET	89,995,449	84,487,835	5,507,614	6.5%
INVESTMENTS IN SUBSIDIARY CORPORATIONS	16,530,039	15,272,526	1,257,513	8.2%
GOODWILL	37,228,757	30,770,605	6,458,152	21.0%
OTHER ASSETS AND DEFERRED CHARGES	96,541,196	108,534,377	(11,993,181)	-11.1%
TOTAL ASSETS	\$8,179,097,210	\$8,397,252,961	(\$218,155,751)	-2.6%
LIABILITIES AND EQUITY CAPITAL				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$5,791,679,497	\$5,764,615,705	\$27,063,792	0.5%
ADVANCES FROM FHLB DALLAS	677,083,630	703,597,190	(26,513,560)	-3.8%
OTHER BORROWED MONEY	800,408,213	1,134,525,028	(334,116,815)	-29.4%
OTHER LIABILITIES	137,818,906	122,762,355	15,056,551	12.3%
TOTAL LIABILITIES	\$7,406,990,246	\$7,725,500,278	(\$318,510,032)	-4.1%
EQUITY CAPITAL:				
PREFERRED STOCK	\$76,680,000	\$76,880,000	(\$200,000)	-0.3%
COMMON STOCK	25,064,546	21,507,718	3,556,828	16.5%
PAID-IN SURPLUS	219,834,220	232,264,239	(12,430,019)	-5.4%
OTHER CAPITAL ACCOUNTS	4,422,072	(5,891,096)	10,313,168	-175.1%
RETAINED EARNINGS	446,106,126	346,991,822	99,114,304	28.6%
TOTAL EQUITY CAPITAL	\$772,106,964	\$671,752,683	\$100,354,281	14.9%
TOTAL LIABILITIES AND EQUITY CAPITAL	\$8,179,097,210	\$8,397,252,961	(\$218,155,751)	-2.6%

TABLE VIII

COMBINED STATEMENT OF CONDITION
FEDERALLY CHARTERED SAVINGS AND LOAN ASSOCIATIONS
AS OF DECEMBER 31, 1997 AND DECEMBER 31, 1996

	28 ASSOCIATIONS 12/31/97	28 ASSOCIATIONS 12/31/96	INCREASE/ (DECREASE)	% CHANGE
CASH ON HAND AND DEMAND DEPOSITS	\$1,636,875,908	\$634,512,091	\$1,002,363,817	158.0%
SECURITIES AND INVESTMENTS	2,884,320,147	2,483,022,513	401,297,634	16.2%
STOCK IN FEDERAL HOME LOAN BANK/FEDERAL RESERVE BANK	440,133,400	357,255,660	82,877,740	23.2%
MORTGAGE LOANS (INCLUDES MORTGAGE BACKED SECURITIES)	19,855,256,162	25,566,365,513	(5,711,109,351)	-22.3%
OTHER LOANS (FEDERAL FUNDS SOLD)	12,942,908,815	6,369,829,914	6,573,078,901	103.2%
REAL ESTATE OWNED	119,804,481	83,153,548	36,650,933	44.1%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	8,011,424	3,341,987	4,669,437	139.7%
OFFICE PREMISES & EQUIPMENT, NET	355,751,995	310,490,451	45,261,544	14.6%
INVESTMENTS IN SUBSIDIARY CORPORATIONS	3,575,000	6,501,523	(2,926,523)	-45.0%
GOODWILL	136,218,581	54,142,980	82,075,601	151.6%
OTHER ASSETS AND DEFERRED CHARGES	1,674,897,683	954,035,095	720,862,588	75.6%
TOTAL ASSETS	<u>\$40,057,753,596</u>	<u>\$36,822,651,275</u>	<u>\$3,235,102,321</u>	<u>8.8%</u>
<i>LIABILITIES AND EQUITY CAPITAL</i>				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$21,671,368,546	\$19,494,388,654	\$2,176,979,892	11.2%
ADVANCES FROM FHLB DALLAS	7,987,287,847	5,885,268,981	2,102,018,866	35.7%
OTHER BORROWED MONEY	6,092,296,000	8,179,173,727	(2,086,877,727)	-25.5%
OTHER LIABILITIES	1,093,878,554	491,884,044	601,994,510	122.4%
TOTAL LIABILITIES	<u>\$36,844,830,947</u>	<u>\$34,050,715,406</u>	<u>\$2,794,115,541</u>	<u>8.2%</u>
EQUITY CAPITAL:				
PREFERRED STOCK	\$221,812,873	\$244,267,304	(\$22,454,431)	-9.2%
COMMON STOCK	119,388,906	28,211,911	91,176,995	323.2%
PAID-IN SURPLUS	1,304,485,164	1,089,536,228	214,948,936	19.7%
OTHER CAPITAL ACCOUNTS	214,995,376	(4,996,565)	219,991,941	-4402.9%
RETAINED EARNINGS	1,352,240,330	1,414,916,991	(62,676,661)	-4.4%
TOTAL EQUITY CAPITAL	<u>\$3,212,922,649</u>	<u>\$2,771,935,869</u>	<u>\$440,986,780</u>	<u>15.9%</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$40,057,753,596</u>	<u>\$36,822,651,275</u>	<u>\$3,235,102,321</u>	<u>8.8%</u>

TABLE IX

TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES
DECEMBER 31, 1997

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	1	1	153,281,570
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	33,594,609
BAYLOR	4,385	0	0	0
BEE	25,135	0	0	0
BELL	191,088	0	0	0
BEXAR	1,185,394	0	1	6,337,975,000
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	2,441,892,117
BREWSTER	8,681	0	0	0
BRISCOE	1,971	0	0	0
BROOKS	8,204	0	1	39,797,142
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	45,500,000
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	235,522,213
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, 1997

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	73,036,000
DALLAS	1,852,810	2	3	15,063,638,909
DAWSON	14,349	0	0	0
DEAF SMITH	19,153	0	0	0
DELTA	4,857	0	0	0
DENTON	273,525	0	1	573,159,288
DEWITT	18,840	0	1	170,312,767
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	0	0
ERATH	27,991	0	0	0
FALLS	17,712	0	0	0
FANNIN	24,804	0	0	0
FAYETTE	20,095	1	0	57,071,602
FISHER	4,842	0	0	0
FLOYD	8,497	0	0	0
FOARD	1,794	0	0	0
FORT BEND	225,421	0	1	301,692,000
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, 1997

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
GONZALES	17,205	0	0	\$0
GRAY	23,967	0	0	0
GRAYSON	95,021	0	0	0
GREGG	104,948	0	0	0
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	2	5	18,979,211,439
HARRISON	57,483	0	0	0
HARTLEY	3,634	0	0	0
HASKELL	6,820	0	0	0
HAYS	65,614	1	0	60,666,000
HEMPHILL	3,720	0	0	0
HENDERSON	58,543	0	0	0
HIDALGO	383,545	0	0	0
HILL	27,146	0	0	0
HOCKLEY	24,199	0	0	0
HOOD	28,981	0	0	0
HOPKINS	28,833	0	0	0
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	40,847,664
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	48,325,000
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, 1997

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	204,609,965
LAMB	15,072	0	1	41,234,884
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, 1997

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
NOLAN	16,594	0	0	\$0
NUECES	291,145	0	1	1,214,582,000
OCHILTREE	9,128	1	0	54,119,000
OLDHAM	2,278	0	0	0
ORANGE	80,509	1	0	142,001,000
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	26,970,000
ROBERTS	1,025	0	0	0
ROBERTSON	15,511	0	0	0
ROCKWALL	25,604	0	0	0
RUNNELS	11,294	0	0	0
RUSK	43,735	0	1	62,707,879
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	46,826,000
SHACKELFORD	3,316	0	0	0
SHELBY	22,034	1	0	106,867,784
SHERMAN	2,858	0	0	0
SMITH	151,309	0	1	120,159,000
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	0	3	929,601,000

TABLE IX

TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES
DECEMBER 31, 1997

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	2	0	180,310,026
TRINITY	11,445	0	0	0
TYLER	16,646	0	0	0
UPSHUR	31,370	0	1	42,297,000
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	1	0	257,913,899
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	1	0	87,353,049
YOAKUM	8,786	0	0	0
YOUNG	18,126	0	1	63,775,000
ZAPATA	9,279	0	0	0
ZAVALA	12,162	0	0	0
TOTALS	16,986,510	21	28	\$48,236,850,806

** 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, 1997

RANK	ASSOCIATION/CITY	ASSETS IN MILLIONS		RANK
		1997	1996	
1	BANK UNITED, HOUSTON	\$12,495.7	\$11,038.2	1
2	GUARANTY FEDERAL BANK, FSB, HOUSTON	10,478.9	9,034.5	2
3	USAA FEDERAL SAVINGS BANK, SAN ANTONIO	6,338.0	6,291.9	3
4	GUARDIAN SAVINGS AND LOAN ASSN., HOUSTON	3,075.5	2,686.8	6
5	BLUEBONNET SAVINGS BANK, F.S.B., DALLAS	3,074.9	3,225.0	4
6	COASTAL BANC ssb, HOUSTON	2,910.2	2,872.6	5
7	FIRST AMERICAN BANK TEXAS, SSB, BRYAN	1,960.8	2,090.6	7
8	BEAL BANK, SSB, DALLAS	1,352.4	1,369.1	8
9	PACIFIC SOUTHWEST BANK, CORPUS CHRISTI	1,214.6	1,290.9	9
10	COLONIAL SAVINGS, F.A., FORT WORTH	651.3	718.2	10
11	FIRST FEDERAL SAVINGS BANK OF NORTH TEXAS, DENTON	573.2	463.2	11
12	FIRST AMERICAN BANK, SSB, BRYAN	406.1	423.5	12
13	FORT BEND FEDERAL SAVINGS & LOAN ASSN., ROSENBERG	301.7	277.0	13
14	FIRSTCAPITAL BANK, ssb, VICTORIA	257.9	185.5	17
15	FIRST SAVINGS BANK, A FEDERAL SAVINGS BANK, ARLINGTON	241.7	177.2	18
16	JACKSONVILLE SAVINGS BANK, SSB, JACKSONVILLE	235.5	218.3	14
17	FIRST FEDERAL SAVINGS & LOAN ASSN., PARIS	204.6	188.7	16
18	HOUSTON SAVINGS BANK, fsb, HOUSTON	193.4	169.9	19
19	CUERO FEDERAL SAVINGS & LOAN ASSN., CUERO	170.3	163.1	20
20	MERCANTILE BANK & TRUST, FSB, DALLAS	146.0	142.3	23
21	FIRST HEIGHTS BANK, fsb, HOUSTON	143.3	208.0	15
22	ORANGE SAVINGS BANK, ssb, ORANGE	142.0	144.9	22
23	WORLD SAVINGS BANK, SSB, AUSTIN	123.2	86.5	29
24	FIRST FEDERAL SAVINGS & LOAN ASSN., TYLER	120.2	113.4	26
25	THE BANK OF EAST TEXAS, SSB, LUFKIN	112.6	116.1	25

TABLE X

TEXAS ASSOCIATIONS--BY ASSET SIZE
DECEMBER 31, 1997

RANK	ASSOCIATION/CITY	ASSETS IN MILLIONS		
		1997	1996	RANK
26	SHELBY SAVINGS BANK, SSB, CENTER	106.9	101.5	27
27	LIBERTY SAVINGS ASSN., HOUSTON	95.5	99.5	28
28	MINEOLA COMMUNITY BANK, S.S.B., MINEOLA	87.4	83.9	30
29	FIRST FEDERAL SAVINGS BANK, BRYAN	75.0	60.0	35
30	DALHART FEDERAL SAVINGS & LOAN ASSN., DALHART	73.0	69.6	31
31	PREFERRED BANK, HOUSTON	65.7	68.7	32
32	GRAHAM SAVINGS & LOAN, F.A., GRAHAM	63.8	61.6	34
33	HENDERSON FEDERAL SAVINGS ASSOC., HENDERSON	62.7	58.9	36
34	BALCONES BANK, SSB, SAN MARCOS	60.7	65.6	33
35	LIBERTY BANK, SSB, AUSTIN	57.1	49.0	38
36	FAYETTE SAVINGS ASSN., LA GRANGE	57.1	56.7	37
37	INTERSTATE BANK, ssb, PERRYTON	54.1	42.7	42
38	TERRELL FEDERAL SAVINGS & LOAN ASSN., TERRELL	48.3	48.3	39
39	SNYDER SAVINGS & LOAN ASSN., SNYDER	46.8	47.9	40
40	CYPRESS BANK, F.S.B., PITTSBURG	45.5	43.4	41
41	GILMER SAVINGS BANK, F.S.B., GILMER	42.3	40.5	43
42	FIRST FEDERAL SAVINGS & LOAN ASSN., LITTLEFIELD	41.2	39.8	44
43	MID-COAST SAVINGS BANK, S.S.B., EDNA	40.8	36.7	45
44	ANGELINA SAVINGS BANK, FSB, LUFKIN	40.7	34.0	46
45	GREATER SOUTH TEXAS BANK, F.S.B., FALFURRIAS	39.8	25.3	50
46	FIRST COMMAND BANK, FORT WORTH	36.6	N/A	N/A
47	COMMUNITY BANK OF CENTRAL TEXAS, ssb, SMITHVILLE	33.6	33.0	47
48	OLYMPIC SAVINGS ASSN., REFUGIO	27.0	26.9	49
49	BANKDALLAS, SSB, DALLAS	11.4	N/A	N/A

TABLE XI

TEXAS ASSOCIATIONS--BY DEPOSIT SIZE
DECEMBER 31, 1997

RANK	ASSOCIATION/CITY	DEPOSITS IN MILLIONS		
		1997	1996	RANK
1	GUARANTY FEDERAL BANK, FSB, DALLAS	\$7,374.9	\$6,491.1	1
2	BANK UNITED, HOUSTON	5,291.8	5,001.1	2
3	USAA FEDERAL SAVINGS BANK, SAN ANTONIO	2,958.3	2,458.3	3
4	FIRST AMERICAN BANK TEXAS, SSB, BRYAN	1,678.8	1,593.9	4
5	GUARDIAN SAVINGS AND LOAN ASSN., HOUSTON	1,667.7	1,421.2	5
6	COASTAL BANC ssb, HOUSTON	1,379.2	1,312.7	6
7	BEAL BANK, SSB, DALLAS	1,026.6	1,065.8	7
8	PACIFIC SOUTHWEST BANK, CORPUS CHRISTI	927.5	994.1	8
9	BLUEBONNET SAVINGS BANK, F.S.B., DALLAS	720.0	691.6	9
10	COLONIAL SAVINGS, F.A.. FORT WORTH	488.9	435.6	10
11	FIRST FEDERAL SAVINGS BANK OF NORTH TEXAS, DENTON	484.7	391.8	11
12	FIRST AMERICAN BANK, SSB, BRYAN	368.1	383.7	12
13	FORT BEND FEDERAL SAVINGS & LOAN ASSN.. ROSENBERG	264.2	244.1	13
14	FIRSTCAPITAL BANK, ssb, VICTORIA	230.2	164.2	15
15	FIRST SAVINGS BANK, A FEDERAL SAVINGS BANK, ARLINGTON	205.1	124.3	21
16	JACKSONVILLE SAVINGS BANK, SSB, JACKSONVILLE	198.3	180.8	14
17	HOUSTON SAVINGS BANK, fsb, HOUSTON	182.8	151.5	17
18	FIRST FEDERAL SAVINGS & LOAN ASSN., PARIS	167.5	160.5	16
19	CUERO FEDERAL SAVINGS & LOAN ASSN., CUERO	148.1	135.7	19
20	ORANGE SAVINGS BANK, ssb, ORANGE	125.9	129.7	20
21	MERCANTILE BANK & TRUST, FSB, DALLAS	117.3	114.6	22
22	WORLD SAVINGS BANK, SSB, AUSTIN	110.7	75.3	28
23	THE BANK OF EAST TEXAS, SSB, LUFKIN	100.8	102.1	24
24	SHELBY SAVINGS BANK, SSB, CENTER	95.2	92.2	26
25	FIRST FEDERAL SAVINGS & LOAN ASSN., TYLER	93.6	94.1	25

TABLE XI

TEXAS ASSOCIATIONS--BY DEPOSIT SIZE
DECEMBER 31, 1997

RANK	ASSOCIATION/CITY	DEPOSITS IN MILLIONS		
		1997	1996	RANK
26	LIBERTY SAVINGS ASSN., HOUSTON	73.8	77.3	27
27	MINEOLA COMMUNITY BANK, S.S.B., MINEOLA	71.0	69.6	29
28	FIRST FEDERAL SAVINGS BANK, BRYAN	62.3	53.2	34
29	PREFERRED BANK, HOUSTON	60.6	65.0	30
30	DALHART FEDERAL SAVINGS & LOAN ASSN., DALHART	57.4	54.4	33
31	GRAHAM SAVINGS & LOAN, F.A., GRAHAM	55.8	54.9	32
32	FAYETTE SAVINGS ASSN., LA GRANGE	53.0	52.2	35
33	LIBERTY BANK, SSB, AUSTIN	52.9	44.6	37
34	HENDERSON FEDERAL SAVINGS ASSOC., HENDERSON	52.1	51.9	36
35	BALCONES BANK, SSB, SAN MARCOS	51.3	56.3	31
36	INTERSTATE BANK, ssb, PERRYTON	48.2	37.8	40
37	TERRELL FEDERAL SAVINGS & LOAN ASSN., TERRELL	43.1	44.0	38
38	CYPRESS BANK, F.S.B., PITTSBURG	38.9	37.7	41
39	GREATER SOUTH TEXAS BANK, F.S.B., FALFURRIAS	38.0	21.5	50
40	ANGELINA SAVINGS BANK, FSB, LUFKIN	37.7	31.1	44
41	FIRST HEIGHTS BANK, F.S.B., HOUSTON	37.5	40.1	39
42	SNYDER SAVINGS & LOAN ASSN., SNYDER	35.0	34.2	43
43	FIRST FEDERAL SAVINGS & LOAN ASSN., LITTLEFIELD	34.8	34.2	42
44	MID-COAST SAVINGS BANK, S.S.B., EDNA	33.3	28.8	46
45	FIRST COMMAND BANK, FORT WORTH	31.2	N/A	N/A
46	COMMUNITY BANK OF CENTRAL TEXAS, ssb, SMITHVILLE	30.2	30.0	45
47	GILMER SAVINGS BANK, F.S.B., GILMER	29.3	27.4	47
48	OLYMPIC SAVINGS ASSN., REFUGIO	21.4	22.6	49
49	BANKDALLAS, SSB, DALLAS	7.8	N/A	N/A

**1997 ACTIVITY FOR
STATE AND FEDERAL INSTITUTIONS IN TEXAS**

DE NOVO STATE SAVINGS BANKS

BankDallas, SSB, Dallas 6/9/97

DE NOVO FEDERAL INSTITUTIONS

First Command Bank 4/21/97

CONVERSIONS TO STATE SAVINGS BANK

From: Mineola Federal Savings and Loan Association, Mineola
To: Mineola Community Bank, S.S.B., Mineola 1/1/97

From: Interstate Savings and Loan Association, Perryton
To: Interstate Bank, ssb, Perryton 1/31/97

From: Jacksonville Savings & Loan Association, Jacksonville
To: Jacksonville Savings Bank, SSB, Jacksonville 7/2/97

From: Smithville Savings & Loan Association, Smithville
To: Community Bank of Central Texas, ssb, Smithville 10/8/97

STATE CHARTERED MERGER WITH STATE BANK SURVIVOR

Merger of: Horizon Bank & Trust, SSB, Austin
Into: Compass Bank, Houston 3/12/97

Merger of: Homestead Bank, SSB, College Station
Into: Planters & Merchants SB of Hearne 11/10/97

STATE CHARTERED NAME CHANGES APPROVED

From: Life Savings Bank, SSB, Austin
To: Liberty Bank, SSB, Austin 09/10/97

**STATE CHARTERED MERGER
WITH FEDERAL SAVINGS BANK SURVIVOR**

Merger of: Loan and Building State Savings Bank, Sulphur Springs
Into: First Federal Savings Bank of North Texas, Denton 2/28/97

CHANGE OF CONTROL OF STATE SAVINGS BANK APPROVED

Jeffrey A. Smith, John W. Adams, and Edward Z. Safady approved to acquire control of
Liberty Bank, ssb, Austin 5/14/97

**STATE CHARTERED PURCHASE/SALE
OF BRANCH OFFICES APPROVED**

Branch Offices Purchased

From: Bank of America Texas, N.A. (11)
By: First American Bank Texas, SSB, Bryan 3/7/97

From: Pacific Southwest Bank (3)
By: South Texas Bank, ssb, Victoria 4/25/97

From: Wells Fargo Bank (Port Arthur branch)
By: Coastal Banc ssb, Houston 5/9/97

Branch Office Sale Approved

Location: Winnetka, Illinois
By: Beal Bank, SSB, Dallas 11/25/97

**FEDERAL INSTITUTION PURCHASE/SALE
OF BRANCH OFFICES APPROVED**

Branch Offices Purchased

From: California Federal Bank, a FSB (2 Plano, 1 McKinney) 12/12/97
By: Bank United, Houston

From: Bank of America, N.A. (7 Corpus Christi, 3 Brownsville, 1 South Padre Island, 1
Kingsville, 1 Rockport, 1 Laredo) 4/18/97
By: Pacific Southwest Bank, Corpus Christi

Branch Offices Sold

Location: Pittsburg, Texas
By: First Federal Savings Bank of North Texas, Denton 12/31/97

Location: Beeville and Goliad, Texas
By: Pacific Southwest Bank, Corpus Christi 3/14/97

Location:	Copperas Cove, Texas	
By:	Pacific Southwest Bank, Corpus Christi	3/21/97
Location:	Moulton, Texas	
By:	Pacific Southwest Bank, Corpus Christi	4/11/97
Location:	Hallettsville, Victoria, and Yoakum, Texas	
By:	Pacific Southwest Bank, Corpus Christi	4/25/97
Location:	Clifton and Lampasas, Texas	
By:	Pacific Southwest Bank, Corpus Christi	5/16/97
Location:	Luling, Texas	
By:	Pacific Southwest Bank, Corpus Christi	5/30/97
Location:	Hamilton, Texas	
By:	Pacific Southwest Bank, Corpus Christi	6/6/97
Location:	Hico and Schertz, Texas	
By:	Pacific Southwest Bank, Corpus Christi	7/11/97
Location:	Lockhart, Texas	
By:	Pacific Southwest Bank, Corpus Christi	8/22/97
Location:	Dublin, Texas	
By:	Pacific Southwest Bank, Corpus Christi	8/29/97

STATE CHARTERED BRANCH OFFICES APPROVED

Coastal Banc ssb, Austin	6/27/97
Jacksonville Savings Bank, SSB, Longview	10/9/97
The Bank of East Texas, SSB, Lufkin	10/17/97
South Texas Bank, ssb, Corpus Christi	11/18/97

FEDERALLY CHARTERED BRANCH OFFICES APPROVED

Bank United, Houston	3/31/97
Bank United, Sugar Land	7/22/97
First Federal Savings Bank, Bryan	12/4/97
Fort Bend FS&LA, The Woodlands	12/17/97
Guaranty Federal Bank, FSB, San Antonio	1/7/97
Guaranty Federal Bank, FSB, Austin	4/28/97
Pacific Southwest Bank, Edinburg	3/13/97

STATE CHARTERED REMOTE SERVICE UNITS APPROVED

First American Bank, SSB, Caldwell	6/3/97
First American Bank Texas, SSB, Amarillo	10/7/97
First American Bank Texas, SSB, Midland	10/19/97
South Texas Bank, ssb, Victoria	11/15/97
First American Bank Texas, SSB, San Angelo	12/2/97
First American Bank Texas, SSB, Odessa	12/2/97

STATE CHARTERED BRANCH OFFICE RELOCATION APPROVED

Liberty Bank, ^{SSB}

From:	500 West 6th Street, Austin	
To:	900 Congress Avenue, Austin	9/29/97

FEDERALLY CHARTERED BRANCH OFFICE RELOCATION APPROVED

Bank United

From:	323 Congress, Austin	
To:	2414 Guadalupe, Austin	3/31/97

From: 6850 Austin Center Boulevard, Houston

To:	10135 Lake Creek Parkway, Austin	10/21/97
-----	----------------------------------	----------

From: 1600 North Plano Road, Richardson

To:	3329 Lavon Drive, Garland	11/14/97
-----	---------------------------	----------

Guaranty Federal Bank, FSB

From:	3616 Alta Mesa Boulevard, Ft. Worth	
To:	6801 South Hulen, Ft. Worth	9/11/97

Houston Savings Bank, FSB

From:	1770 St. James Place, Houston	
To:	5799 San Felipe, Houston	1/11/97

STATE CHARTERED HOME OFFICE RELOCATION APPROVED

Liberty Bank, ^{SSB}

From:	6132 Highway 290 West, Austin (retain as branch office)	
To:	900 Congress Avenue, Austin	9/29/97

Subsequent Activity

De novo

Synergy Bank, S.S.B., Waco 3/20/98

Conversion

From: Bowie State Bank, Bowie
To: Franklin Bank, S.S.B., Austin 3/2/98

From: Cuero Federal Savings & Loan Association
To: Cuero State Bank, s.s.b. 2/27/98

Merger Out of System

Merger of: The Bank of East Texas, S.S.B., Lufkin
Into: Commercial Bank of Texas, N.A., Nacogdoches 1/30/98

Name Change

From: South Texas Bank, ssb, Victoria
To: FirstCapital Bank, ssb, Victoria 2/11/98

Change of Control

William Rhodes approved to acquire control of Franklin Bank, S.S.B., Austin 2/27/98

HOME OFFICE BY CITY

ARLINGTON	First Savings Bank, A Federal Savings Bank
AUSTIN	Franklin Bank, S.S.B. Liberty Bank, SSB World Savings Bank, SSB
BRYAN	First American Bank, SSB First American Bank Texas, SSB First Federal Savings Bank
CENTER	Shelby Savings Bank, SSB
CORPUS CHRISTI	Pacific Southwest Bank
CUERO	Cuero State Bank, s.s.b.
DALHART	Dalhart Federal Savings & Loan Association
DALLAS	BankDallas, SSB Beal Bank, SSB Bluebonnet Savings Bank, FSB Guaranty Federal Bank, F.S.B. Mercantile Bank and Trust, FSB
DENTON	First Federal Savings Bank of North Texas
EDNA	Mid-Coast Savings Bank, SSB
FALFURRIAS	Greater South Texas Bank, FSB
FORT WORTH	Colonial Savings, F. A. First Command Bank
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 Coastal Banc ssb First Heights Bank, fsb Guardian Savings and Loan Association, a fsla Houston Savings Bank, fsb Liberty Savings Association Preferred Bank
JACKSONVILLE	Jacksonville Savings Bank, SSB
LA GRANGE	Fayette Savings Association
LITTLEFIELD	First Federal Savings and Loan Association
LUFKIN	Angelina Savings Bank, FSB The Bank of East Texas, S.S.B.
MINEOLA	Mineola Community Bank, S.S.B.
ORANGE	Orange Savings Bank, ssb
PARIS	First Federal Savings and Loan Association
PERRYTON	Interstate Bank, ssb
PITTSBURG	Cypress Bank, Federal Savings Bank
REFUGIO	Olympic Savings Association
ROSENBERG	Fort Bend Federal Savings & Loan Assn. of Rosenberg
SAN ANTONIO	USAA Federal Savings Bank
SAN MARCOS	Balcones Bank, SSB
SMITHVILLE	Community Bank of Central Texas ssb
SNYDER	Snyder Savings and Loan Association

HOME OFFICE BY CITY
Continued

TERRELL	Terrell Federal Savings & Loan Association
TYLER	First Federal Savings and Loan Association
VICTORIA	FirstCapital Bank, ssb
WACO	Synergy Bank, S.S.B.

INDEX OF INSTITUTIONS

Angelina Savings Bank, FSB	Lufkin
Balcones Bank, SSB	San Marcos
Bank United	Houston
Beal Bank, SSB	Dallas
Bluebonnet Savings Bank, FSB	Dallas
Coastal Banc ssb	Houston
Colonial Savings, F. A.	Fort Worth
Community Bank of Central Texas, ssb	Smithville
Cuero State Bank, s.s.b.	Cuero
Cypress Bank, FSB	Pittsburg
Dalhart Federal S & L Association	Dalhart
Fayette Savings Association	La Grange
First American Bank, SSB	Bryan
First American Bank Texas, SSB	Bryan
FirstCapital Bank, ssb	Victoria
First Federal Savings Bank	Bryan
First Federal Savings Bank of North Texas	Denton
First Federal S & L Association	Littlefield
First Federal S & L Association	Paris
First Federal S & L Association	Tyler
First Heights Bank, fsb	Houston
First Savings Bank, FSB	Arlington
Fort Bend Federal S & L Association	Rosenberg
Gilmer Savings Bank, FSB	Gilmer
Graham Savings & Loan, F A	Graham
Greater South Texas Bank, FSB	Falfurrias
Guaranty Federal Bank, FSB	Dallas
Guardian S & L Association, a fsla	Houston
Henderson Federal Savings Association	Henderson
Houston Savings Bank, fsb	Houston
Interstate Bank, ssb	Perryton
Jacksonville Savings Bank, SSB	Jacksonville
Liberty Bank, SSB	Austin
Liberty Savings Association	Houston
Mercantile Bank & Trust, FSB	Dallas
Mid-Coast Savings Bank, SSB	Edna
Mineola Community Bank, S.S.B.	Mineola
Olympic Savings Association	Refugio
Orange Savings Bank, ssb	Orange
Pacific Southwest Bank, FSB	Corpus Christi

INDEX OF INSTITUTIONS
Continued

Preferred Bank	Houston
Shelby Savings Bank, SSB	Center
Snyder S & L Association	Snyder
Synergy Bank, S.S.B.	Waco
Terrell Federal S & L Association	Terrell
The Bank of East Texas, SSB	Lufkin
USAA Federal Savings Bank	San Antonio
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 Long, VP/Operations; Jay Gibbs, SVP/Lending; Frank Richards, VP/Lending; Pete Callis, VP/Lending; Al Latimer, VP/Lending; Mike Mellott, VP/Lending; Phyllis Hecht, VP/Lending; Del Waller, VP/Lending; Tamara Hambright, VP/Warehouse Lending; Bill Eikenberry, VP/Secondary Investments; Ron Beck, VP/Factoring; George Bryant, VP/Factoring; Terry Bryson, VP/Internal Audit; Harold Patterson, VP; Donna Haisler, Assistant Controller; Bredia Starns, AVP

Board of Directors: Don Buchholz, Chairman, Richard J. Driscoll, Charles Green, Mike Patterson, James Maibach

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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 3,613,000
Securities and Investments	02	-0-
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	2,077,000
Mortgage Loans (Incl. MBS)	04	205,308,000
Other Loans	05	28,839,000
Real Estate Owned	06	955,000
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	562,000
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	376,000
TOTAL ASSETS	12	\$ 241,730,000

LIABILITIES

Deposit Accounts	13	205,109,000
Advances from FHLB of Dallas	14	15,084,000
Other Borrowed Money	15	-0-
Other Liabilities	16	3,217,000
TOTAL LIABILITIES	17	\$ 223,410,000

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	13,864,000
TOTAL EQUITY CAPITAL	23	\$ 18,320,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 241,730,000

AUSTIN

Franklin Bank, S.S.B.

(converted from Bowie State Bank to a state savings bank March 2, 1998)

Street Address: 3750 Jefferson St., 78731

512/374-1600

Mail Address:: 3750 Jefferson St., 78731

FAX 512/374-1199

Managing Officer: Robert E. Rhoades, President/CEO

Other Officers:

Board of Directors: John B. Selman, Chairman, Charles A. Betts, Joe M. Curry,
William C. Ferguson, Charles M. Herbert, Robert E. Rhoades, Edward Solter, III,
Neal L. Spelce, Jr.

Charter Number: 23

Number of Authorized Branches: 0

Charter Date: 12/18/97

Number of Operating Branches: 0

Date Insured:

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ _____
Securities and Investments	02	_____
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	_____
Mortgage Loans (Incl. MBS)	04	_____
Other Loans	05	_____
Real Estate Owned	06	_____
Investment in Real Estate	07	_____
Office Premises & Equipment, net	08	_____
Investments in Subsidiary Corporations	09	_____
Goodwill	10	_____
Other Assets and Deferred Charges	11	_____
TOTAL ASSETS	12	\$ _____

LIABILITIES

Deposit Accounts	13	_____
Advances from FHLB of Dallas	14	_____
Other Borrowed Money	15	_____
Other Liabilities	16	_____
TOTAL LIABILITIES	17	\$ _____

EQUITY CAPITAL

Preferred Stock	18	_____
Common Stock	19	_____
Paid-in Surplus	20	_____
Other Capital Accounts	21	_____
Retained Earnings	22	_____
TOTAL EQUITY CAPITAL	23	\$ _____
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ _____

AUSTIN Continued

Liberty Bank, SSB

Street Address: 900 Congress Ave., 78701

512/472-5433

Mail Address: 900 Congress Ave., 78701

FAX 512/236-2616

Managing Officer: Edward Z. Safady, President/CEO

Other Officers: Loraine H. Hunt, EVP; Charles W. Bray, EVP; James McInnis, EVP;

Mary Reeder, VP; Paige Fenton, VP; Debbie Nicholson, VP; Laura Roe, VP

Board of Directors: Edward Z. Safady, Chairman, Rocky Hernandez, Tom Frzanowski,

Jerry Spencer, Michael Thornton

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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 22,797,219
Securities and Investments	02	<u>3,979,868</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>631,700</u>
Mortgage Loans (Incl. MBS)	04	<u>20,928,181</u>
Other Loans	05	<u>6,705,776</u>
Real Estate Owned	06	<u>137,232</u>
Investment in Real Estate	07	<u>396,274</u>
Office Premises & Equipment, net	08	<u>1,039,335</u>
Investments in Subsidiary Corporations	09	<u>1</u>
Goodwill	10	<u>0</u>
Other Assets and Deferred Charges	11	<u>477,440</u>
TOTAL ASSETS	12	\$ <u>57,093,026</u>

LIABILITIES

Deposit Accounts	13	<u>52,855,546</u>
Advances from FHLB of Dallas	14	<u>0</u>
Other Borrowed Money	15	<u>0</u>
Other Liabilities	16	<u>496,602</u>
TOTAL LIABILITIES	17	\$ <u>53,352,148</u>

EQUITY CAPITAL

Preferred Stock	18	<u>0</u>
Common Stock	19	<u>4,423,595</u>
Paid-in Surplus	20	<u>1,376,405</u>
Other Capital Accounts	21	<u>0</u>
Retained Earnings	22	<u>2,059,122</u>
TOTAL EQUITY CAPITAL	23	\$ <u>3,740,878</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ <u>57,093,026</u>

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, Kenneth T. Rosen

Charter Number: 10

Number of Authorized Branches: 2

Charter Date: 01/12/95

Number of Operating Branches: 2

Date Insured: 01/17/95

Number of Operating Agencies: 0

Branch Locations: Austin, West Lake Hills

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01 \$	556,000
Securities and Investments	02	16,226,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	-0-
Mortgage Loans (Incl. MBS)	04	104,197,000
Other Loans	05	186,000
Real Estate Owned	06	-0-
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	1,554,000
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	498,000
TOTAL ASSETS	12 \$	<u>123,217,000</u>

LIABILITIES

Deposit Accounts	13	110,650,000
Advances from FHLB of Dallas	14	-0-
Other Borrowed Money	15	-0-
Other Liabilities	16	689,000
TOTAL LIABILITIES	17 \$	<u>111,339,000</u>

EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	150,000
Paid-in Surplus	20	10,075,000
Other Capital Accounts	21	-0-
Retained Earnings	22	1,653,000
TOTAL EQUITY CAPITAL	23 \$	<u>11,878,000</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24 \$	<u>123,217,000</u>

BRYAN

First American Bank, SSB

Street Address: 1111 Briarcrest Dr., 77802

409/260-4300

Mail Address: P.O. Box 1033, 77805

FAX 409/260-4410

Managing Officer: William C. Atkinson, President/COO

Other Officers: Donald A. Adam, CEO; Keith H. Kuttler, EVP; Joe G. Salvato, EVP;
George A. Lea, EVP; Jerry Shook, EVP; Julius C. Dunlap, SVP; Ted Billington,
SVP; Neal A. Briers, SVP; Julie White, SVP; J. Kevin Byrne, SVP

Board of Directors: Donald A. Adam, Chairman, William C. Atkinson, Keith H.
Kuttler, Phillip D. Adams, A. Benton Cocanougher, Ph.D., Louis M. Newman, III,
Phillip R. Alexander, M.D., Donald R. Fraser, Ph.D., John David Crow

Charter Number: 15

Number of Authorized Branches: 7

Charter Date: 2/9/89

Number of Operating Branches: 7

Date Insured: 2/9/89

Number of Operating Agencies: 0

Branch Locations: Bryan, Caldwell, College Station

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 38,020,906
Securities and Investments	02	93,623,271
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	553,800
Mortgage Loans (Incl. MBS)	04	190,658,510
Other Loans	05	62,727,953
Real Estate Owned	06	1,031,098
Investment in Real Estate	07	0
Office Premises & Equipment, net	08	10,963,306
Investments in Subsidiary Corporations	09	0
Goodwill	10	2,005,127
Other Assets and Deferred Charges	11	6,553,995
TOTAL ASSETS	12	\$406,137,976

LIABILITIES

Deposit Accounts	13	368,071,714
Advances from FHLB of Dallas	14	0
Other Borrowed Money	15	0
Other Liabilities	16	2,815,114
TOTAL LIABILITIES	17	\$370,886,828

EQUITY CAPITAL

Preferred Stock	18	0
Common Stock	19	2,800,000
Paid-in Surplus	20	21,200,090
Other Capital Accounts	21	369,920
Retained Earnings	22	10,881,228
TOTAL EQUITY CAPITAL	23	\$ 35,251,148
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$406,137,976

BRYAN Continued

First American Bank Texas, SSB

Street Address: 2800 S. Texas Ave., 77802

409/361-6200

Mail Address: P.O. Box 8100, 77805

FAX 409/361-6213

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

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: 59

Charter Date: 7/1/94

Number of Operating Branches: 59

Date Insured: 10/14/88

Number of Operating Agencies: 0

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

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS	
Cash on Hand and Demand Deposits	01 \$ 32,622,000
Securities and Investments	02 265,741,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 10,261,000
Mortgage Loans (Incl. MBS)	04 1,412,342,000
Other Loans	05 164,825,000
Real Estate Owned	06 4,423,000
Investment in Real Estate	07 -0-
Office Premises & Equipment, net	08 24,547,000
Investments in Subsidiary Corporations	09 3,829,000
Goodwill	10 10,590,000
Other Assets and Deferred Charges	11 31,573,000
TOTAL ASSETS	12 \$1,960,803,000
LIABILITIES	
Deposit Accounts	13 1,676,847,000
Advances from FHLB of Dallas	14 -0-
Other Borrowed Money	15 -0-
Other Liabilities	16 80,567,000
TOTAL LIABILITIES	17 \$1,759,414,000
EQUITY CAPITAL	
Preferred Stock	18 -0-
Common Stock	19 240,000
Paid-in Surplus	20 51,295,000
Other Capital Accounts - Net Unrealized Loss on Securities	21 (827,000)
Retained Earnings	22 150,681,000
TOTAL EQUITY CAPITAL	23 \$ 201,389,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24 \$1,960,803,000

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, EVP/Operations; Mary L. Hegar, SVP/CFO; Oleta Carradine, SVP/Manager of Mortgage Lending; Sam Urso, SVP/Manager of Consumer Lending; Charlie Neelley, Secretary

Board of Directors: R.L. Peacock, Chairman, Stan Stephen, Ernest A. Wentreck, Jack Lester, Jr., Ken L. Hayes, Charlie Neelley, Robert Conaway, Roland Ruffino, Dr. H. Phil Hobson, George Koenig, Arthur Davila

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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$3,993,463
Securities and Investments	02	-
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	909,200
Mortgage Loans (Incl. MBS)	04	45,979,956
Other Loans	05	21,166,216
Real Estate Owned	06	811,777
Investment in Real Estate	07	-
Office Premises & Equipment, net	08	1,139,533
Investments in Subsidiary Corporations	09	-
Goodwill	10	-
Other Assets and Deferred Charges	11	950,996
TOTAL ASSETS	12	<u>\$74,951,141</u>

LIABILITIES

Deposit Accounts	13	62,338,512
Advances from FHLB of Dallas	14	7,000,000
Other Borrowed Money	15	-
Other Liabilities	16	732,682
TOTAL LIABILITIES	17	<u>\$70,071,194</u>

EQUITY CAPITAL

Preferred Stock	18	873
Common Stock	19	2,396
Paid-in Surplus	20	2,743,287
Other Capital Accounts	21	-
Retained Earnings	22	2,133,391
TOTAL EQUITY CAPITAL	23	<u>\$4,879,947</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24	<u>\$74,951,141</u>

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 Snider, President

Other Officers: Lynn Hartt, EVP/Secretary; Sandra Howard, VP; Judy Norris, VP;

Randy McElroy, VP; Steve Waters, VP; Jim Sawyer, VP

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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 8,947,104
Securities and Investments	02	5,459,362
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	548,000
Mortgage Loans (Incl. MBS)	04	70,412,341
Other Loans	05	19,491,704
Real Estate Owned	06	244,128
Investment in Real Estate	07	0
Office Premises & Equipment, net	08	1,169,879
Investments in Subsidiary Corporations	09	0
Goodwill	10	0
Other Assets and Deferred Charges	11	595,266
TOTAL ASSETS	12	\$ 106,867,784

LIABILITIES

Deposit Accounts	13	95,183,581
Advances from FHLB of Dallas	14	0
Other Borrowed Money	15	0
Other Liabilities	16	2,903,276
TOTAL LIABILITIES	17	\$ 98,086,857

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	7,651,021
TOTAL EQUITY CAPITAL	23	\$ 8,780,927
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 106,867,784

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; Joe Ciccarello, Jr., EVP/Realty Division;
William D. Dodge, III, President/Gulf Coast Region; L. Nathan Winters,
President/San Benito Bank & Trust Co. 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

Charter Number: 8559

Number of Authorized Branches: 36

Charter Date: 12/29/88

Number of Operating Branches: 36

Date Insured: 12/29/88

Number of Operating Agencies: 17

Branch Locations: Alice, Aransas Pass, Brownsville, Corpus Christi, Edinburg,
Harlingen, Kingsville, Laredo, McAllen, Mission, Pharr, Port Aransas, Portland,
Rockport, San Benito, Seguin, South Padre Island

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01 \$	<u>58,871</u>
Securities and Investments	02	<u>129,473</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>6,795</u>
Mortgage Loans (Incl. MBS)	04	<u>324,539</u>
Other Loans	05	<u>488,382</u>
Real Estate Owned	06	<u>9,634</u>
Investment in Real Estate	07	<u>-0-</u>
Office Premises & Equipment, net	08	<u>26,673</u>
Investments in Subsidiary Corporations	09	<u>-0-</u>
Goodwill	10	<u>43,905</u>
Other Assets and Deferred Charges	11	<u>126,310</u>
TOTAL ASSETS	12 \$	<u>214,582</u>

LIABILITIES

Deposit Accounts	13	<u>927,479</u>
Advances from FHLB of Dallas	14	<u>100,000</u>
Other Borrowed Money	15	<u>20,479</u>
Other Liabilities	16	<u>17,314</u>
TOTAL LIABILITIES	17 \$	<u>1,065,272</u>

EQUITY CAPITAL

Preferred Stock	18	<u>1,406</u>
Common Stock	19	<u>91,000</u>
Paid-in Surplus	20	<u>-0-</u>
Other Capital Accounts	21	<u>(679)</u>
Retained Earnings	22	<u>57,583</u>
TOTAL EQUITY CAPITAL	23 \$	<u>149,310</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24 \$	<u>214,582</u>

CUERO

Cuero Federal Savings and Loan Association

(converted to Cuero State Bank, s.s.b effective 2/27/98)

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/COO; Terry E. Maxfield; SVP/CFO,

Douglas Carver, SVP/CLO; Cheryl Bramlette, VP; Dot Cooley, VP

Board of Directors: E.T. Summers, Jr., Chairman, Frank B. Sheppard, Lester E. Frers,

Kenneth Stimson, Barry Wineinger, O.D., Michael C. Weber, Jr., William E.

Howard

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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 4,393,254
Securities and Investments	02	34,446,927
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,625,000
Mortgage Loans (Incl. MBS)	04	118,189,098
Other Loans	05	9,111,594
Real Estate Owned	06	24,482
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	1,930,462
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	591,950
TOTAL ASSETS	12	\$ 170,312,767

LIABILITIES

Deposit Accounts	13	148,075,102
Advances from FHLB of Dallas	14	6,296,158
Other Borrowed Money	15	-0-
Other Liabilities	16	2,036,414
TOTAL LIABILITIES	17	\$ 156,407,674

EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	-0-
Paid-in Surplus	20	-0-
Other Capital Accounts	21	85,810
Retained Earnings	22	13,819,283
TOTAL EQUITY CAPITAL	23	\$ 13,905,093
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 170,312,767

DALHART

Dalhart Federal Savings and Loan Association

Street Address: 502 Denrock Ave., 79022

806/249-8561

Mail Address: P.O. Box 950, 79022

FAX 806/249-8144

Managing Officer: Duane R. Brewer, President

Other Officers: Michael W. Clayton, CFO; Myron D. Grantham, SVP; John D. Plunk,
Secretary/Treasurer

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: 10/26/34

Number of Operating Branches: 1

Date Insured: 02/07/38

Number of Operating Agencies: 0

Branch Locations: Dumas

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 4,537
Securities and Investments	02	6,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	746
Mortgage Loans (Incl. MBS)	04	57,270
Other Loans	05	2,301
Real Estate Owned	06	000
Investment in Real Estate	07	000
Office Premises & Equipment, net	08	1,599
Investments in Subsidiary Corporations	09	000
Goodwill	10	000
Other Assets and Deferred Charges	11	583
TOTAL ASSETS	12	\$ 73,036

LIABILITIES

Deposit Accounts	13	57,432
Advances from FHLB of Dallas	14	9,531
Other Borrowed Money	15	0
Other Liabilities	16	748
TOTAL LIABILITIES	17	\$ 67,711

EQUITY CAPITAL

Preferred Stock	18	000
Common Stock	19	000
Paid-in Surplus	20	000
Other Capital Accounts	21	000
Retained Earnings	22	5,325
TOTAL EQUITY CAPITAL	23	\$ 5,325
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 73,036

DALLAS

BankDallas SSB

Street Address: 3802 Oak Lawn Ave., 75219 214/521-4800

Mail Address: 3802 Oak Lawn Ave., 75219 FAX 214/521-4380

Managing Officer: Mark E. Lovvorn, President

Other Officers: Richard L. Giesecke, EVP; Ronald C. Berg, SVP/Senior Lending
Officer; Melanie Cathey, SVP/Cashier

Board of Directors: Jack E. Brady, Walter W. Durham, Mark R. Goode, Mark E.
Lovvorn, J. Rodman Steele

Charter Number: 20

Number of Authorized Branches: 0

Charter Date: 6/3/97

Number of Operating Branches: 0

Date Insured: 6/3/97

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 1,218,410
Securities and Investments	02	1,486,036
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	-0-
Mortgage Loans (incl. MBS)	04	346,578
Other Loans	05	7,731,292
Real Estate Owned	06	-0-
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	360,010
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	266,488
TOTAL ASSETS	12	\$ 11,408,814

LIABILITIES

Deposit Accounts	13	7,803,350
Advances from FHLB of Dallas	14	-0-
Other Borrowed Money	15	-0-
Other Liabilities	16	39,567
TOTAL LIABILITIES	17	\$ 7,842,917

EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	3,300,000
Paid-in Surplus	20	825,000
Other Capital Accounts	21	2,493
Retained Earnings	22	(561,596)
TOTAL EQUITY CAPITAL	23	\$ 3,565,897
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 11,408,814

DALLAS Continued

Beal Bank, SSB

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

972/404-4000

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

FAX 972/866-8420

Managing Officer: David Meek, CEO

Other Officers: David Farmer, EVP/COO; Molly Curl, SVP; W.T. Saurenmann, SVP;
James W. Lewis, Jr., SVP/Controller; Steve O'Neal, VP; Richard Killmon, VP;
Clark Enright, SVP; 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: 2

Charter Date: 3/28/88

Number of Operating Branches: 2

Date Insured: 03/14/88

Number of Operating Agencies: 0

Branch Locations: Houston (& Winnetka, IL)

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 153,208,000
Securities and Investments	02	<u>0</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>10,204,000</u>
Mortgage Loans (Incl. MBS)	04	<u>962,198,000</u>
Other Loans	05	<u>37,520,000</u>
Real Estate Owned	06	<u>103,665,000</u>
Investment in Real Estate	07	<u>55,435,000</u>
Office Premises & Equipment, net	08	<u>6,179,000</u>
Investment in Subsidiary Corporations	09	<u>3,393,000</u>
Goodwill	10	<u>0</u>
Other Assets and Deferred Charges	11	<u>20,561,000</u>
TOTAL ASSETS	12	\$ <u>1,352,363,000</u>

LIABILITIES

Deposit Accounts	13	<u>1,026,588,000</u>
Advances from FHLB of Dallas	14	<u>110,000,000</u>
Other Borrowed Money	15	<u>7,242,000</u>
Other Liabilities	16	<u>14,775,000</u>
TOTAL LIABILITIES	17	\$ <u>1,158,605,000</u>

EQUITY CAPITAL

Preferred Stock	18	<u>0</u>
Common Stock	19	<u>2,400,000</u>
Paid-in Surplus	20	<u>46,890,000</u>
Other Capital Accounts	21	<u>3,722,000</u>
Retained Earnings	22	<u>140,746,000</u>
TOTAL EQUITY CAPITAL	23	\$ <u>193,758,000</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ <u>1,352,363,000</u>

DALLAS Continued

Bluebonnet Savings Bank FSB

Street Address: 8150 N. Central Expwy., Ste. 1900 75206 214/365-1300

Mail Address: 8150 N. Central Expwy., Ste. 1900 75206

Managing Officer: Howard R. Neff, CEO

Other Officers: Bryce Fowler, President/CFO; R. Brad Oates, Vice-Chairman; Monte McDaniel, EVP; Anna Dolak, EVP; Joseph M. Simanek, EVP; Hal Jones, SVP; Cathy Cox, VP; Carolyn J. Ratliff, VP; Dan Baxa, VP; David S. Riemer, VP; Steven J. Smith, 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, Bryce Fowler

Charter Number: 4626

Number of Authorized Branches: 0

Charter Date: 12/22/88

Number of Operating Branches: 0

Date Insured: 12/22/88

Number of Operating Agencies: 0

Branch Locations: N/A

CONSOLIDATED STATEMENT OF CONDITION - DECEMBER 31, 1997 (Dollars in Thousands)

ASSETS	
Cash on Hand and Demand Deposits	01 \$ <u>3,275</u>
Securities and Investments	02 <u>239,761</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 <u>62,633</u>
Mortgage Loans (Incl. MBS)	04 <u>2,243,753</u>
Other Loans	05 <u>377</u>
Real Estate Owned	06 <u>520</u>
Investment in Real Estate	07 <u>1,330</u>
Office Premises & Equipment, net	08 <u>849</u>
Investments in Subsidiary Corporations	09 <u>437</u>
Goodwill	10 <u>100</u>
Other Assets and Deferred Charges	11 <u>521,890</u>
TOTAL ASSETS	12 \$ <u>3,074,925</u>
LIABILITIES	
Deposit Accounts	13 <u>720,028</u>
Advances from FHLB of Dallas	14 <u>1,219,430</u>
Other Borrowed Money	15 <u>870,543</u>
Other Liabilities	16 <u>16,434</u>
TOTAL LIABILITIES	17 \$ <u>2,826,435</u>
EQUITY CAPITAL	
Preferred Stock	18 <u>6</u>
Common Stock	19 <u>5</u>
Paid-in Surplus	20 <u>119,989</u>
Other Capital Accounts	21 <u>13,547</u>
Retained Earnings	22 <u>114,943</u>
TOTAL EQUITY CAPITAL	23 \$ <u>248,490</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24 \$ <u>3,074,925</u>

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; J. Bradley Johnston, Secretary

Board of Directors: Clifford J. Grum, Chairman, Richard J. Haayen, Kenneth Jastrow, Richard M. Jones, Robert V. Kavanaugh, Hugh Robinson, Arthur Temple, III, Larry E. Temple, John (Jack) Willome, James M. Wooten

Charter Number: 8534

Number of Authorized Branches: 109

Charter Date: 09/30/88

Number of Operating Branches: 109

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 (25 California Branches)

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS	(000's)
Cash on Hand and Demand Deposits	01 \$ 151,388
Securities and Investments	02 42,012
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 85,635
Mortgage Loans (incl. MBS)	04 5,642,958
Other Loans	05 4,147,817
Real Estate Owned	06 18,212
Investment in Real Estate	07 0
Office Premises & Equipment, net	08 99,798
Investments in Subsidiary Corporations	09 0
Goodwill	10 65,258
Other Assets and Deferred Charges	11 225,860
TOTAL ASSETS	12 \$ 10,478,938
LIABILITIES	
Deposit Accounts	13 7,374,889
Advances from FHLB of Dallas	14 556,500
Other Borrowed Money	15 1,398,523
Other Liabilities	16 490,004
TOTAL LIABILITIES	17 \$ 9,819,916
Minority Interest in Consolidated	150,057
EQUITY CAPITAL	
Preferred Stock	18 0
Common Stock	19 14
Paid-in Surplus	20 485,001
Other Capital Accounts	21 (3,584)
Retained Earnings	22 27,534
TOTAL EQUITY CAPITAL	23 \$ 508,965
TOTAL LIABILITIES AND EQUITY CAPITAL	24 \$ 10,478,938

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; John Bahr, VP; Phyllis Ostarello, 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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 15,277,239.
Securities and Investments	02	0.
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,597,300.
Mortgage Loans (Incl. MBS)	04	125,035,449.
Other Loans	05	1,668,387.
Real Estate Owned	06	674,588.
Investment in Real Estate	07	0.
Office Premises & Equipment, net	08	161,527.
Investments in Subsidiary Corporations	09	0.
Goodwill	10	47,588.
Other Assets and Deferred Charges	11	1,542,017.
TOTAL ASSETS	12	\$ 146,004,095.

LIABILITIES

Deposit Accounts	13	117,333,604.
Advances from FHLB of Dallas	14	18,000,000.
Other Borrowed Money	15	0.
Other Liabilities	16	854,394.
TOTAL LIABILITIES	17	\$ 136,187,998.

EQUITY CAPITAL

Preferred Stock	18	0.
Common Stock	19	210,000.
Paid-in Surplus	20	12,285,736.
Other Capital Accounts	21	0.
Retained Earnings	22	(2,679,639.)
TOTAL EQUITY CAPITAL	23	\$ 9,816,097.
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 146,004,095.

DENTON

First Federal Savings Bank of North Texas

Street Address: 321 West Oak St., 76201

940/382-9676

Mail Address: P.O. Box 69, 76202

FAX 940/381-1824

Managing Officer: Joe L. Williams, President/COO

Other Officers: Jake Massey, SVP; Larry Richter, SVP; Bryan Sandlin, VP; C. Glynn Lowe, COO; Sherry Millsap, COO; G.R. Womack, COO; Linda Galligher, SVP; Dave Gruppi, SVP; Charles Baggs, VP; Frankie Bridges, VP; Phyllis Chester, VP; Ken Cole, VP; Doug Cook, VP; Gary Kibler, VP; Chuck Williams, VP

Board of Directors: David V. McCay, Chairman, Joe L. Williams, Carl Degan, Mark Hannah, Jr., Richard Hayes, Marjorie Pitner, Michael J. Whitten, Paul J. Milano, C. Glynn Lowe, G.R. Womack, Richard M. Allen, Ike Harris

Charter Number: 576

Number of Authorized Branches: 20

Charter Date: 09/28/34

Number of Operating Branches: 20

Date Insured: 12/20/34

Number of Operating Agencies: 0

Branch Locations: Bedford, Carthage, Daingerfield, Decatur, Garland, Keller, Lewisville, Longview, Mt. Pleasant, Mt. Vernon, Pilot Point, Rockwall, Rowlett, Sulphur Springs, Texarkana, White Oak

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 11,670,199
Securities and Investments	02	97,790,881
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	3,608,200
Mortgage Loans (Incl. MBS)	04	407,014,070
Other Loans	05	12,770,052
Real Estate Owned	06	2,993,423
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	7,140,362
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	23,848,993
Other Assets and Deferred Charges	11	6,323,108
TOTAL ASSETS	12	\$573,159,288

LIABILITIES

Deposit Accounts	13	484,740,999
Advances from FHLB of Dallas	14	20,325,613
Other Borrowed Money	15	-0-
Other Liabilities	16	5,696,832
TOTAL LIABILITIES	17	\$510,763,444

EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	10
Paid-in Surplus	20	54,875,769
Other Capital Accounts	21	291,399
Retained Earnings	22	7,228,666
TOTAL EQUITY CAPITAL	23	\$ 62,395,844
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$573,159,288

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; Priscilla Hastings, VP; Linda Gregory, AVP,
Karen Gregory, AVP

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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 1,434,817
Securities and Investments	02	9,866,396
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	374,200
Mortgage Loans (Incl. MBS)	04	26,821,630
Other Loans	05	1,714,417
Real Estate Owned	06	00
Investment in Real Estate	07	00
Office Premises & Equipment, net	08	262,484
Investments in Subsidiary Corporations	09	00
Goodwill	10	00
Other Assets and Deferred Charges	11	373,720
TOTAL ASSETS	12	\$ 40,847,664

LIABILITIES

Deposit Accounts	13	33,264,630
Advances from FHLB of Dallas	14	4,508,173
Other Borrowed Money	15	00
Other Liabilities	16	268,698
TOTAL LIABILITIES	17	\$ 38,041,501

EQUITY CAPITAL

Preferred Stock	18	00
Common Stock	19	231,470
Paid-in Surplus	20	117,592
Other Capital Accounts	21	(27,168)
Retained Earnings	22	2,484,269
TOTAL EQUITY CAPITAL	23	\$ 2,806,163
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 40,847,664

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: Ernest P. Perez, CFO/Secretary/Treasurer; Cheryl J. Cordova, Cashier

Board of Directors: Thomas E. Ratliff, Chairman, A.A. Cosby, Jr., Oscar Galindo, Bill E. Talley, J.R. Holbein, C.T. Hornsby

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: Hebronville

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 6,511,815
Securities and Investments	02	11,541,993
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	165,100
Mortgage Loans (Incl. MBS)	04	19,916,409
Other Loans	05	1,235,585
Real Estate Owned	06	80,901
Investment in Real Estate	07	
Office Premises & Equipment, net	08	312,857
Investments in Subsidiary Corporations	09	
Goodwill	10	
Other Assets and Deferred Charges	11	32,482
TOTAL ASSETS	12	\$ 39,797,142

LIABILITIES

Deposit Accounts	13	38,024,127
Advances from FHLB of Dallas	14	
Other Borrowed Money	15	
Other Liabilities	16	169,539
TOTAL LIABILITIES	17	\$ 38,193,666

EQUITY CAPITAL

Preferred Stock	18	
Common Stock	19	262,500
Paid-in Surplus	20	262,500
Other Capital Accounts	21	
Retained Earnings	22	1,078,476
TOTAL EQUITY CAPITAL	23	\$ 1,603,476
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 39,797,142

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., Dr. Bill Head

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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 31,442,000
Securities and Investments	02	---
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	12,400,000
Mortgage Loans (Incl. MBS)	04	551,478,000
Other Loans	05	494,000
Real Estate Owned	06	352,000
Investment in Real Estate	07	---
Office Premises & Equipment, net	08	6,420,000
Investments in Subsidiary Corporations	09	2,979,000
Goodwill	10	---
Other Assets and Deferred Charges	11	45,702,000
TOTAL ASSETS	12	\$ 651,267,000

LIABILITIES

Deposit Accounts	13	488,943,000
Advances from FHLB of Dallas	14	42,000,000
Other Borrowed Money	15	---
Other Liabilities	16	21,599,000
TOTAL LIABILITIES	17	\$ 552,542,000

EQUITY CAPITAL

Preferred Stock	18	165,000
Common Stock	19	1,004,000
Paid-in Surplus	20	17,781,000
Other Capital Accounts	21	4,268,000
Retained Earnings	22	75,507,000
TOTAL EQUITY CAPITAL	23	\$ 98,725,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 651,267,000

FORT WORTH Continued

First Command Bank

Street Address: 4100 South Hulen, 76109

817/763-0000

Mail Address: P.O. Box 901041, 76101-2041

FAX 817/763-7605

Managing Officer: Sherry Sitton

Other Officers: W. David White; Roger W. Smith; Michael F. Morrison; Robert F. Watson

Board of Directors: Lamar C. Smith, Chairman, James N. Lanier, W. David White, Doris M. Terrell, Frank C. Wilson, Tom L. Larimore

Charter Number: 13570

Number of Authorized Branches: 1

Charter Date: 11/7/96

Number of Operating Branches: 1

Date Insured: 4/18/97

Number of Operating Agencies: 0

Branch Locations: Fort Worth

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$	646
Securities and Investments	02		6,365
Stock in Federal Home Loan Bank/Federal Reserve Bank	03		18
Mortgage Loans (Incl. MBS)	04		
Other Loans	05		29,147
Real Estate Owned	06		
Investment in Real Estate	07		
Office Premises & Equipment, net	08		196
Investments in Subsidiary Corporations	09		
Goodwill	10		
Other Assets and Deferred Charges	11		232
TOTAL ASSETS	12	\$	36,604

LIABILITIES

Deposit Accounts	13		31,224
Advances from FHLB of Dallas	14		
Other Borrowed Money	15		
Other Liabilities	16		81
TOTAL LIABILITIES	17	\$	31,305

EQUITY CAPITAL

Preferred Stock	18		
Common Stock	19		100
Paid-in Surplus	20		5,900
Other Capital Accounts	21		
Retained Earnings	22		(701)
TOTAL EQUITY CAPITAL	23	\$	5,299
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$	36,604

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: Monty Small, SVP; Sheri Parish, VP/CFO; Jimmy Hopson, VP;
Tammie High, Admin. VP

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

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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 1,632,000
Securities and Investments	02	1,043,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	507,000
Mortgage Loans (Incl. MBS)	04	30,252,000
Other Loans	05	7,827,000
Real Estate Owned	06	136,000
Investment in Real Estate	07	0
Office Premises & Equipment, net	08	225,000
Investments in Subsidiary Corporations	09	5,000
Goodwill	10	0
Other Assets and Deferred Charges	11	670,000
TOTAL ASSETS	12	\$ 42,297,000

LIABILITIES

Deposit Accounts	13	29,342,000
Advances from FHLB of Dallas	14	8,585,000
Other Borrowed Money	15	110,000
Other Liabilities	16	512,000
TOTAL LIABILITIES	17	\$ 38,549,000

EQUITY CAPITAL

Preferred Stock	18	0
Common Stock	19	1,000
Paid-in Surplus	20	1,319,000
Other Capital Accounts	21	(150,000)
Retained Earnings	22	2,578,000
TOTAL EQUITY CAPITAL	23	\$ 3,748,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 42,297,000

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, 1997

ASSETS

Cash on Hand and Demand Deposits	01 \$	13,434
Securities and Investments	02	1,461
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	
Mortgage Loans (Incl. MBS)	04	42,518
Other Loans	05	2,271
Real Estate Owned	06	602
Investment in Real Estate	07	
Office Premises & Equipment, net	08	1,450
Investments in Subsidiary Corporations	09	
Goodwill	10	1,532
Other Assets and Deferred Charges	11	507
TOTAL ASSETS	12 \$	63,775

LIABILITIES

Deposit Accounts	13	55,764
Advances from FHLB of Dallas	14	1,767
Other Borrowed Money	15	
Other Liabilities	16	938
TOTAL LIABILITIES	17 \$	58,469

EQUITY CAPITAL

Preferred Stock	18	
Common Stock	19	254
Paid-in Surplus	20	1,939
Other Capital Accounts	21	
Retained Earnings	22	3,113
TOTAL EQUITY CAPITAL	23 \$	5,306
TOTAL LIABILITIES AND EQUITY CAPITAL	24 \$	63,775

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/Secretary; Tommy R. Goode, VP

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

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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$	<u>92,846</u>
Securities and Investments	02		<u>11,800,782</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03		<u>593,700</u>
Mortgage Loans (Incl. MBS)	04		<u>48,767,209</u>
Other Loans	05		<u>544,766</u>
Real Estate Owned	06		<u>-0-</u>
Investment in Real Estate	07		<u>-0-</u>
Office Premises & Equipment, net	08		<u>350,914</u>
Investments in Subsidiary Corporations	09		<u>-0-</u>
Goodwill	10		<u>-0-</u>
Other Assets and Deferred Charges	11		<u>557,662</u>
TOTAL ASSETS	12		<u>\$62,707,879</u>

LIABILITIES

Deposit Accounts	13		<u>52,082,968</u>
Advances from FHLB of Dallas	14		<u>3,650,000</u>
Other Borrowed Money	15		<u>-0-</u>
Other Liabilities	16		<u>556,127</u>
TOTAL LIABILITIES	17		<u>\$56,289,095</u>

EQUITY CAPITAL

Preferred Stock	18		<u>-0-</u>
Common Stock	19		<u>-0-</u>
Paid-in Surplus	20		<u>-0-</u>
Other Capital Accounts	21		<u>204,167</u>
Retained Earnings	22		<u>6,214,617</u>
TOTAL EQUITY CAPITAL	23		<u>\$ 6,418,784</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24		<u>\$62,707,879</u>

HOUSTON

Bank United

Street Address: 3200 Southwest Freeway, 77027 713/543-6500

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

Managing Officer: Barry C. Burkholder, Chairman/President/CEO

Other Officers: Anthony J. Nocella, Vice Chairman/CFO; Jonathon K. Heffron, Vice Chairman/COO; Ronald D. Coben, EVP

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

Charter Number: 8558

Number of Authorized Branches: 80

Charter Date: 12/30/88

Number of Operating Branches: 80

Date Insured: 12/30/88

Number of Operating Agencies: 0

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

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 164,140
Securities and Investments	02	357,715
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	230,913
Mortgage Loans (Incl. MBS)	04	8,121,572
Other Loans	05	2,959,264
Real Estate Owned	06	16,071
Investment in Real Estate	07	---
Office Premises & Equipment, net	08	46,735
Investments in Subsidiary Corporations	09	---
Goodwill	10	---
Other Assets and Deferred Charges	11	529,273 (1)
TOTAL ASSETS	12	\$ 12,495,683

LIABILITIES

Deposit Accounts	13	5,291,810
Advances from FHLB of Dallas	14	4,504,254
Other Borrowed Money	15	1,210,137
Other Liabilities	16	500,755
TOTAL LIABILITIES	17	\$ 11,506,956

EQUITY CAPITAL

Preferred Stock	18	185,500
Common Stock	19	28
Paid-in	20	316,329
Other Capital Accounts	21	4,988
Retained Earnings	22	481,882
TOTAL EQUITY CAPITAL	23	\$ 988,727
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 12,495,683

HOUSTON Continued

Coastal Banc ssb

Street Address: 5718 Westheimer, Ste. 600, 77057

713/435-5000

Mail Address:: 5718 Westheimer, Ste. 600, 77057

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; Nancy Vadasz, EVP; Linda B. Frazier, Secretary

Board of Directors: Manuel J. Mehos, Chairman, Dennis S. Frank, James C. Niver, R.

Edwin Allday, Robert E. Johnson, Jr., D. Fort Flowers, Jr., Clayton T. Stone

Charter Number: 5

Number of Authorized Branches: 37

Charter Date: 07/30/94

Number of Operating Branches: 37

Date Insured: 10/25/91

Number of Operating Agencies: 0

Branch Locations: Bay City, Brenham, Burnet, Columbus, Conroe, Corpus Christi, Dickinson, Giddings, Harlingen, Houston, Katy, Kingsland, Llano, Marble Falls, Mason, McAllen, Port Arthur, Port Lavaca, San Benito, Schulenburg, Sealy, Tomball, Victoria, Weimar, Wharton

STATEMENT OF CONDITION - DECEMBER 31, 1997

Unaudited
(In thousands)

ASSETS		
Cash on Hand and Demand Deposits.....	01	\$ 36,973
Securities and Investments.....	02	0
Stock in Federal Home Loan Bank/Federal Reserve Bank.....	03	27,801
Mortgage Loans (Include. MBS).....	04	2,689,113
Other Loans.....	05	85,648
Real Estate Owned.....	06	3,186
Investment in Real Estate.....	07	-
Office Premises & Equipment, net.....	08	22,250
Investments in Subsidiary Corporations.....	09	8,399
Goodwill.....	10	15,717
Other Assets and Deferred Charges.....	11	21,116
TOTAL ASSETS.....	12	\$2,910,203
LIABILITIES		
Deposit Accounts.....	13	1,379,192
Advances from FHLB of Dallas.....	14	540,475
Other Borrowed Money.....	15	791,760
Other Liabilities.....	16	24,552
TOTAL LIABILITIES.....	17	\$2,735,979
EQUITY CAPITAL		
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	(2,274)
Retained Earnings.....	22	70,364
TOTAL EQUITY CAPITAL.....	23	\$ 174,224
TOTAL LIABILITIES AND EQUITY CAPITAL.....	24	\$2,910,203

HOUSTON Continued

First Heights Bank, fsb

Street Address: 2050 North Loop West, # 201, 77018

713/316-1011

Mail Address: 2050 North Loop West, # 201, 77018

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, Calvin R. Boyd

Charter Number: 4467

Number of Authorized Branches: 1

Charter Date: 05/16/90

Number of Operating Branches: 0

Date Insured: 05/16/90

Number of Operating Agencies: 0

Branch Locations: Houston

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 2,152
Securities and Investments	02	<u>135,008*</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>5,854</u>
Mortgage Loans (Incl. MBS)	04	<u>-</u>
Other Loans	05	<u>-</u>
Real Estate Owned	06	<u>-</u>
Investment in Real Estate	07	<u>145</u>
Office Premises & Equipment, net	08	<u>16</u>
Investments in Subsidiary Corporations	09	<u>-</u>
Goodwill	10	<u>-</u>
Other Assets and Deferred Charges	11	<u>85</u>
TOTAL ASSETS	12	<u>\$ 143,260</u>

*Includes Notes Receivable from FSLIC Resolution Fund (FRF) of \$122,242

LIABILITIES

Deposit Accounts	13	<u>37,462</u>
Advances from FHLB of Dallas	14	<u>3,100</u>
Other Borrowed Money	15	<u>32,320</u>
Other Liabilities	16	<u>39,587</u>
TOTAL LIABILITIES	17	<u>\$ 112,469</u>

EQUITY CAPITAL

Preferred Stock	18	<u>7,500</u>
Common Stock	19	<u>1</u>
Paid-in Surplus	20	<u>44,999</u>
Other Capital Accounts	21	<u>4,692</u>
Retained Earnings	22	<u>(26,401)</u>
TOTAL EQUITY CAPITAL	23	<u>\$ 30,791</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24	<u>\$ 143,260</u>

HOUSTON Continued

Guardian Savings and Loan Association, a federal savings and loan

Street Address: 1220 Augusta, 77057

713/787-3100

Mail Address: 1220 Augusta, 77057

FAX 713/787-3192

Managing Officer: Robert Parker, President

Other Officers: Jeffrey M. Parker, EVP; Rhonda C. Wise, 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: 18

Charter Date: 08/15/46

Number of Operating Branches: 18

Date Insured: 11/08/46

Number of Operating Agencies: 0

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

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$	<u>844,666</u>
Securities and Investments	02		<u>1,487,509</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03		
Mortgage Loans (Incl. MBS)	04		<u>611,652</u>
Other Loans	05		<u>3,043</u>
Real Estate Owned	06		<u>67,175</u>
Investment in Real Estate	07		<u>4,307</u>
Office Premises & Equipment, net	08		<u>28,642</u>
Investments in Subsidiary Corporations	09		
Goodwill	10		
Other Assets and Deferred Charges	11		<u>28,522</u>
TOTAL ASSETS	12	\$	<u>3,075,516</u>

LIABILITIES

Deposit Accounts	13	1,667,695	
Advances from FHLB of Dallas	14	1,324,268	
Other Borrowed Money	15		
Other Liabilities	16	<128,463>	
TOTAL LIABILITIES	17	\$	<u>2,863,500</u>

EQUITY CAPITAL

Preferred Stock	18		
Common Stock	19	250	
Paid-in Surplus	20	55,162	
Other Capital Accounts	21	42,343	
Retained Earnings	22	114,261	
TOTAL EQUITY CAPITAL	23	\$	<u>212,016</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$	<u>3,075,516</u>

HOUSTON Continued

Houston Savings Bank, fsb

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: Kenneth W. Meyer, EVP/CFO/COO/Secretary; H. Campbell Wood, EVP; Clay Hoster, SVP; Deborah A. Torry, VP; Rebecca S. Doolin, VP; James Decoux, VP; Linda Parish, VP; Barbara Dobson, AVP; Diane Wall, AVP; T. Lance Granberry, VP; Larry Tyler, VP

Board of Directors: George Rice Farish, Chairman, Noble M. Malik, Lawrence J. Trevino, Risher Randall, Rock M. Houston

Charter Number: 589

Number of Authorized Branches: 4

Charter Date: 02/14/84

Number of Operating Branches: 4

Date Insured: 05/02/85

Number of Operating Agencies: 0

Branch Locations: Hempstead, Houston

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$	<u>39,464</u>
Securities and Investments	02		<u>7,288</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03		
Mortgage Loans (Incl. MBS)	04		<u>110,014</u>
Other Loans	05		<u>32,135</u>
Real Estate Owned	06		<u>574</u>
Investment in Real Estate	07		
Office Premises & Equipment, net	08		<u>2,600</u>
Investments in Subsidiary Corporations	09		
Goodwill	10		<u>195</u>
Other Assets and Deferred Charges	11		<u>1,089</u>
TOTAL ASSETS	12	\$	<u>193,359</u>

LIABILITIES

Deposit Accounts	13		<u>182,840</u>
Advances from FHLB of Dallas	14		
Other Borrowed Money	15		
Other Liabilities	16		<u>1,522</u>
TOTAL LIABILITIES	17	\$	<u>184,362</u>

EQUITY CAPITAL

Preferred Stock	18		<u>2,000</u>
Common Stock	19		<u>2,362</u>
Paid-in Surplus	20		<u>1,106</u>
Other Capital Accounts	21		
Retained Earnings	22		<u>3,529</u>
TOTAL EQUITY CAPITAL	23	\$	<u>8,997</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$	<u>193,359</u>

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: Mary Hendrick, President

Other Officers: Greta Comeaux, SVP/Retail Banking; Lynn Paul, SVP/Construction Lending; Sonny Garcia, SVP/Collections; Brad Slepicka, VP/Mortgage 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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 6,300,578
Securities and Investments	02	0
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	628,000
Mortgage Loans (Incl. MBS)	04	64,112,257
Other Loans	05	17,442,325
Real Estate Owned	06	455,603
Investment in Real Estate	07	0
Office Premises & Equipment, net	08	787,841
Investments in Subsidiary Corporations	09	0
Goodwill	10	2,601,122
Other Assets and Deferred Charges	11	3,199,278
TOTAL ASSETS	12	\$ 95,527,004

LIABILITIES

Deposit Accounts	13	73,832,231
Advances from FHLB of Dallas	14	5,052,457
Other Borrowed Money	15	0
Other Liabilities	16	1,648,678
TOTAL LIABILITIES	17	\$ 80,533,366

EQUITY CAPITAL

Preferred Stock	18	0
Common Stock	19	335,300
Paid-in Surplus	20	7,737,349
Other Capital Accounts	21	0
Retained Earnings	22	6,920,989
TOTAL EQUITY CAPITAL	23	\$ 14,993,638
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 95,527,004

HOUSTON Continued

Preferred Bank

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; Monica Bromagen, 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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 16,464,236
Securities and Investments	02	-0-
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	385,900
Mortgage Loans (Incl. MBS)	04	42,969,273
Other Loans	05	4,855,111
Real Estate Owned	06	650,843
Investment in Real Estate	07	90,201
Office Premises & Equipment, net	08	99,633
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	148,238
TOTAL ASSETS	12	\$ 65,663,435

LIABILITIES

Deposit Accounts	13	60,595,787
Advances from FHLB of Dallas	14	-0-
Other Borrowed Money	15	-0-
Other Liabilities	16	395,623
TOTAL LIABILITIES	17	\$ 60,991,410

EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	1,615,000
Paid-in Surplus	20	2,001,872
Other Capital Accounts	21	
Retained Earnings	22	1,055,153
TOTAL EQUITY CAPITAL	23	\$ 4,672,025
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 65,663,435

JACKSONVILLE

Jacksonville Savings Bank, SSB

Street Address: Neches and Commerce, 75766

903/586-9861

Mail Address: P.O. Box 401, 75766

FAX 903/586-5044

Managing Officer: Jerry Chancellor, President

Other Officers: Bill W. Taylor, EVP; Jerry Hammons, SVP; Chan Campsey,

VP/Compliance; Marcus Miliara, VP; Wayne Jones, VP; Kenneth Melvin, Jr., VP;

Tami Thurman, VP; Lana Cook, VP; Joe Sepulva, VP; Sandy Hanson, VP; Sandra

Thompson, Secretary/Treasurer

Board of Directors: Willis G. Brown, Chairman, Ray W. Beall, Charles Broadway,

Robert Brown, Jerry Chancellor, Dr. Joe R. Tollett, Bill W. Taylor, Jerry

Hammons

Charter Number: 172

Number of Authorized Branches: 6

Charter Date: 09/01/25

Number of Operating Branches: 6

Date Insured: 01/23/36

Number of Operating Agencies: 0

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

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 4,239,031
Securities and Investments	02	33,625,718
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,872,300
Mortgage Loans (Incl. MBS)	04	176,611,040
Other Loans	05	12,223,056
Real Estate Owned	06	569,438
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	3,511,004
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	2,870,626
TOTAL ASSETS	12	\$235,522,213

LIABILITIES

Deposit Accounts	13	198,315,228
Advances from FHLB of Dallas	14	2,000,000
Other Borrowed Money	15	1,404,959
Other Liabilities	16	1,350,555
TOTAL LIABILITIES	17	\$203,070,742

EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	18,698
Paid-in Surplus	20	15,673,322
Other Capital Accounts	21	19,735
Retained Earnings	22	16,739,716
TOTAL EQUITY CAPITAL	23	\$ 32,451,471
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$235,522,213

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: William H. Schovajsa, Chairman, W. Douglas Ankenman, Jr.,

Thomas D. Brown, Leslie J. Greive, Jerry D. Jacob, Milton E. Koenning, Ariane

Maeker, Robert Saunders, 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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 5,539,981
Securities and Investments	02	5,380,350
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	371,400
Mortgage Loans (Incl. MBS)	04	37,594,271
Other Loans	05	5,524,760
Real Estate Owned	06	---
Investment in Real Estate	07	---
Office Premises & Equipment, net	08	2,081,038
Investments in Subsidiary Corporations	09	27,634
Goodwill	10	---
Other Assets and Deferred Charges	11	582,168
TOTAL ASSETS	12	\$ 57,071,602

LIABILITIES

Deposit Accounts	13	53,015,380
Advances from FHLB of Dallas	14	---
Other Borrowed Money	15	---
Other Liabilities	16	723,385
TOTAL LIABILITIES	17	\$ 53,738,765

EQUITY CAPITAL

Preferred Stock	18	---
Common Stock	19	1,173,500
Paid-in Surplus	20	1,806,694
Other Capital Accounts	21	< 53,090 >
Retained Earnings	22	405,733
TOTAL EQUITY CAPITAL	23	\$ 3,332,837
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 57,071,602

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: Littlefield

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 2,259,930
Securities and Investments	02	15,791,682
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	249,500
Mortgage Loans (Incl. MBS)	04	21,898,286
Other Loans	05	_____
Real Estate Owned	06	8,155
Investment in Real Estate	07	_____
Office Premises & Equipment, net	08	463,614
Investments in Subsidiary Corporations	09	_____
Goodwill	10	_____
Other Assets and Deferred Charges	11	563,717
TOTAL ASSETS	12	\$ 41,234,884

LIABILITIES

Deposit Accounts	13	34,833,374
Advances from FHLB of Dallas	14	978,076
Other Borrowed Money	15	_____
Other Liabilities	16	587,269
TOTAL LIABILITIES	17	\$ 36,398,719

EQUITY CAPITAL

Preferred Stock	18	_____
Common Stock	19	_____
Paid-in Surplus	20	_____
Other Capital Accounts	21	_____
Retained Earnings	22	4,836,165
TOTAL EQUITY CAPITAL	23	\$ 4,836,165
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 41,234,884

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.

Sumners, Secretary; Peggy Thomas, AVP; Rita Wealand, AVP; Linda Whitton, AVP

Board of Directors: Raymond Moore, Chairman, Lee W. Friesen, Jr., Jerry Highnote, H.J. Shands, Jr., Laurance E. Sumners, 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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 11,131,000
Securities and Investments	02	3,026,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	229,000
Mortgage Loans (Incl. MBS)	04	15,450,000
Other Loans	05	9,680,000
Real Estate Owned	06	23,000
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	897,000
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	254,000
TOTAL ASSETS	12	\$ 40,690,000

LIABILITIES

Deposit Accounts	13	37,657,000
Advances from FHLB of Dallas	14	-0-
Other Borrowed Money	15	-0-
Other Liabilities	16	304,000
TOTAL LIABILITIES	17	\$ 37,961,000

EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	884,000
Paid-in Surplus	20	255,000
Other Capital Accounts	21	-0-
Retained Earnings	22	1,590,000
TOTAL EQUITY CAPITAL	23	\$ 2,729,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 40,690,000

LUFKIN Continued

The Bank of East Texas, SSB

(merged into Commercial Bank of Texas, N.A. effective 1/30/98)

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, Joe Ann
Burton, SVP/Mortgage Loans

Board of Directors: Dr. George Thannisch, Chairman, C. Danny Payne, Vice-
Chairman, James E. Brasse, Deborah Huffman, Walter A. Luce, Jr., 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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 8,255,539
Securities and Investments	02	<u>23,950,461</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>719,600</u>
Mortgage Loans (Incl. MBS)	04	<u>68,723,699</u>
Other Loans	05	<u>7,956,798</u>
Real Estate Owned	06	<u>973,585</u>
Investment in Real Estate	07	<u>418,437</u>
Office Premises & Equipment, net	08	<u>759,952</u>
Investments in Subsidiary Corporations	09	<u>-0-</u>
Goodwill	10	<u>-0-</u>
Other Assets and Deferred Charges	11	<u>833,499</u>
TOTAL ASSETS	12	\$ <u>112,591,570</u>

LIABILITIES

Deposit Accounts	13	<u>100,820,165</u>
Advances from FHLB of Dallas	14	<u>-0-</u>
Other Borrowed Money	15	<u>-0-</u>
Other Liabilities	16	<u>1,433,978</u>
TOTAL LIABILITIES	17	\$ <u>102,254,143</u>

EQUITY CAPITAL

Preferred Stock	18	<u>3,000,000</u>
Common Stock	19	<u>5,084</u>
Paid-in Surplus	20	<u>4,775,834</u>
Other Capital Accounts	21	<u>-0-</u>
Retained Earnings	22	<u>2,556,509</u>
TOTAL EQUITY CAPITAL	23	\$ <u>10,337,427</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ <u>112,591,570</u>

MINEOLA

Mineola Community Bank, S.S.B.

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, President/CEO

Other Officers: Daniel Denig, VP; Sheree Mize, Secretary; Kim Butler, Comptroller;
Ron Willingham; June McDougald; 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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 946,986
Securities and Investments	02	34,878,244
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	495,100
Mortgage Loans (Incl. MBS)	04	47,817,484
Other Loans	05	1,594,124
Real Estate Owned	06	
Investment in Real Estate	07	29,765
Office Premises & Equipment, net	08	370,591
Investments in Subsidiary Corporations	09	190,895
Goodwill	10	
Other Assets and Deferred Charges	11	1,029,860
TOTAL ASSETS	12	\$87,353,049

LIABILITIES

Deposit Accounts	13	70,994,489
Advances from FHLB of Dallas	14	3,000,000
Other Borrowed Money	15	
Other Liabilities	16	227,975
TOTAL LIABILITIES	17	\$74,222,464

EQUITY CAPITAL

Preferred Stock	18	
Common Stock	19	
Paid-in Surplus	20	
Other Capital Accounts	21	42,614
Retained Earnings	22	13,087,971
TOTAL EQUITY CAPITAL	23	\$13,130,585
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$87,353,049

ORANGE

Orange Savings Bank, SSB

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: Darby Byrd, Ron Roberts, Pam Burrow, Nancy Frederick, Bobby Duke, Curt Leger

Board of Directors: Nelda C. Stark, Chairman, Eunice R. Benckenstein, Clyde V.

McKee, Jr., Sidney H. Phillips, Walter G. Riedel, Ruby Wimberley, Darby Bryd, Tommy Gunn

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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 1,978,000
Securities and Investments	02	11,542,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,233,000
Mortgage Loans (Incl. MBS)	04	116,332,000
Other Loans	05	6,551,000
Real Estate Owned	06	-0-
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	3,193,000
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	1,172,000
TOTAL ASSETS	12	\$ 142,001,000

LIABILITIES

Deposit Accounts	13	125,924,000
Advances from FHLB of Dallas	14	-0-
Other Borrowed Money	15	-0-
Other Liabilities	16	234,000
TOTAL LIABILITIES	17	\$ 126,158,000

EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	250,000
Paid-in Surplus	20	-0-
Other Capital Accounts	21	3,136,000
Retained Earnings	22	12,457,000
TOTAL EQUITY CAPITAL	23	\$ 15,843,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 142,001,000

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, SVP; Joseph W. Farmer, Jr., VP; James W.

Vaughan, Jr., VP; Chris Mallory, VP; Teresa Lemons, VP; Helen Clark, AVP; Jeff Wright, AVP; Roxanne Raper, AVP; Shirley E. Pratt, Treasurer; Peggy Frierson, Secretary

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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 832,926.29
Securities and Investments	02	<u>16,414,881.75</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	_____
Mortgage Loans (Incl. MBS)	04	<u>167,491,411.89</u>
Other Loans	05	<u>14,754,104.10</u>
Real Estate Owned	06	<u>61,312.18</u>
Investment in Real Estate	07	<u>1,557,222.99</u>
Office Premises & Equipment, net	08	<u>1,500,093.34</u>
Investments in Subsidiary Corporations	09	_____
Goodwill	10	_____
Other Assets and Deferred Charges	11	<u>1,998,012.71</u>
TOTAL ASSETS	12	<u>\$204,609,965.25</u>

LIABILITIES

Deposit Accounts	13	<u>167,531,073.18</u>
Advances from FHLB of Dallas	14	<u>21,473,000.00</u>
Other Borrowed Money	15	_____
Other Liabilities	16	<u>949,673.66</u>
TOTAL LIABILITIES	17	<u>\$189,953,746.84</u>

EQUITY CAPITAL

Preferred Stock	18	_____
Common Stock	19	_____
Paid-in Surplus	20	_____
Other Capital Accounts	21	_____
Retained Earnings	22	<u>14,656,218.41</u>
TOTAL EQUITY CAPITAL	23	<u>\$14,656,218.41</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24	<u>\$204,609,965.25</u>

PERRYTON

Interstate Bank, ssb

Street Address: 301 S. Main St., 79070

806/435-4071

Mail Address: P.O. Box 947, 79070

FAX 806/435-1179

Managing Officer: John Cluck, President/CEO

Other Officers: Nina Beth Hargrove, Sr. EVP/COO; Joe K. Ogden, Controller

Board of Directors: H.C. Brillhart, Jr., Chairman, John Cluck, Ellis Sammons, Claude Betty, Nina Beth Hargrove, Bill 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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 6,697,000
Securities and Investments	02	7,205,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	343,000
Mortgage Loans (Incl. MBS)	04	34,869,000
Other Loans	05	3,784,000
Real Estate Owned	06	-0-
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	678,000
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	543,000
TOTAL ASSETS	12	\$ 54,119,000

LIABILITIES

Deposit Accounts	13	48,206,000
Advances from FHLB of Dallas	14	1,557,000
Other Borrowed Money	15	-0-
Other Liabilities	16	248,000
TOTAL LIABILITIES	17	\$ 50,011,000

EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	484,000
Paid-in Surplus	20	1,219,000
Other Capital Accounts	21	18,000
Retained Earnings	22	2,387,000
TOTAL EQUITY CAPITAL	23	\$ 4,108,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 54,119,000

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; B. Gooding, VP; Don Reynolds, Secretary; Martha Davis, AVP

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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 1,308,000.00
Securities and Investments	02	<u>3,388,000.00</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	293,500.00
Mortgage Loans (Incl. MBS)	04	<u>28,887,000.00</u>
Other Loans	05	<u>10,731,000.00</u>
Real Estate Owned	06	<u>123,000.00</u>
Investment in Real Estate	07	<u>-0-</u>
Office Premises & Equipment, net	08	<u>601,000.00</u>
Investments in Subsidiary Corporations	09	<u>10,000.00</u>
Goodwill	10	<u>-0-</u>
Other Assets and Deferred Charges	11	<u>149,500.00</u>
TOTAL ASSETS	12	\$ <u>45,500,000.00</u>

LIABILITIES

Deposit Accounts	13	<u>38,877,000.00</u>
Advances from FHLB of Dallas	14	<u>3,243,000.00</u>
Other Borrowed Money	15	<u>-0-</u>
Other Liabilities	16	<u>470,000.00</u>
TOTAL LIABILITIES	17	\$ <u>42,590,000.00</u>

EQUITY CAPITAL

Preferred Stock	18	<u>-0-</u>
Common Stock	19	<u>975,000.00</u>
Paid-in Surplus	20	<u>325,000.00</u>
Other Capital Accounts	21	<u>(2,000.00)</u>
Retained Earnings	22	<u>1,612,000.00</u>
TOTAL EQUITY CAPITAL	23	\$ <u>2,910,000.00</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ <u>45,500,000.00</u>

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: 1

Charter Date: 04/16/59

Number of Operating Branches: 1

Date Insured: 03/29/60

Number of Operating Agencies: 0

Branch Locations: Rockport

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 1,902,000
Securities and Investments	02	4,806,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	259,000
Mortgage Loans (Incl. MBS)	04	19,207,000
Other Loans	05	435,000
Real Estate Owned	06	14,000
Investment in Real Estate	07	0
Office Premises & Equipment, net	08	334,000
Investments in Subsidiary Corporations	09	0
Goodwill	10	0
Other Assets and Deferred Charges	11	13,000
TOTAL ASSETS	12	\$ 26,970,000

LIABILITIES

Deposit Accounts	13	21,417,000
Advances from FHLB of Dallas	14	1,000,000
Other Borrowed Money	15	0
Other Liabilities	16	423,000
TOTAL LIABILITIES	17	\$ 22,840,000

EQUITY CAPITAL

Preferred Stock	18	0
Common Stock	19	254,000
Paid-in Surplus	20	53,000
Other Capital Accounts	21	0
Retained Earnings	22	3,823,000
TOTAL EQUITY CAPITAL	23	\$ 4,130,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 26,970,000

ROSENBERG

Fort Bend Federal Savings and Loan Association of Rosenberg

Street Address: 3400 Avenue H, 77471

281/342-5571

Mail Address: P.O. Box 951, 77471

FAX 281/238-7071

Managing Officer: Lane Ward, President

Other Officers: David D. Rinehart, EVP; 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, Doyle G. Callender

Charter Number: 2395

Number of Authorized Branches: 5

Charter Date: 11/25/33

Number of Operating Branches: 5

Date Insured: 10/26/34

Number of Operating Agencies: 0

Branch Locations: East Bernard, Houston, Katy, Missouri City, Needville

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 25,813,000
Securities and Investments	02	12,889,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,487,000
Mortgage Loans (Incl. MBS)	04	215,025,000
Other Loans	05	28,633,000
Real Estate Owned	06	66,000
Investment in Real Estate	07	25,000
Office Premises & Equipment, net	08	4,818,000
Investments in Subsidiary Corporations	09	0
Goodwill	10	1,332,000
Other Assets and Deferred Charges	11	11,604,000
TOTAL ASSETS	12	\$ 301,692,000

LIABILITIES

Deposit Accounts	13	264,218,000
Advances from FHLB of Dallas	14	3,881,000
Other Borrowed Money	15	118,000
Other Liabilities	16	11,488,000
TOTAL LIABILITIES	17	\$ 279,705,000

EQUITY CAPITAL

Preferred Stock	18	0
Common Stock	19	9,000
Paid-in Surplus	20	7,837,000
Other Capital Accounts	21	(110,000)
Retained Earnings	22	14,251,000
TOTAL EQUITY CAPITAL	23	\$ 21,987,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 301,692,000

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: Robert G. Davis, 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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 213,952,000
Securities and Investments	02	213,371,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	20,019,000
Mortgage Loans (Incl. MBS)	04	549,527,000
Other Loans	05	5,123,703,000
Real Estate Owned	06	56,000
Investment in Real Estate	07	450,000
Office Premises & Equipment, net	08	119,317,000
Investments in Subsidiary Corporations	09	0
Goodwill	10	0
Other Assets and Deferred Charges	11	97,580,000
TOTAL ASSETS	12	\$6,337,975,000

LIABILITIES

Deposit Accounts	13	2,958,268,000
Advances from FHLB of Dallas	14	110,000,000
Other Borrowed Money	15	2,560,066,000
Other Liabilities	16	103,658,000
TOTAL LIABILITIES	17	\$5,731,992,000

EQUITY CAPITAL

Preferred Stock	18	25,100,000
Common Stock	19	18,000,000
Paid-in Surplus	20	166,580,000
Other Capital Accounts	21	0
Retained Earnings	22	396,303,000
TOTAL EQUITY CAPITAL	23	\$ 605,983,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$6,337,975,000

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; Tim Snodgrass, VP; Tom Brown, VP; Joe Kenworthy, VP; Brian McCoy, Secretary/Treasurer

Board of Directors: Howard Yeargan, 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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 10,747,000
Securities and Investments	02	16,342,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	328,000
Mortgage Loans (Incl. MBS)	04	27,238,000
Other Loans	05	2,362,000
Real Estate Owned	06	0
Investment in Real Estate	07	0
Office Premises & Equipment, net	08	2,113,000
Investments in Subsidiary Corporations	09	0
Goodwill	10	0
Other Assets and Deferred Charges	11	1,536,000
TOTAL ASSETS	12	\$ 60,666,000

LIABILITIES

Deposit Accounts	13	51,288,000
Advances from FHLB of Dallas	14	12,000
Other Borrowed Money	15	0
Other Liabilities	16	57,000
TOTAL LIABILITIES	17	\$ 51,357,000

EQUITY CAPITAL

Preferred Stock	18	0
Common Stock	19	6,650,000
Paid-in Surplus	20	2,897,000
Other Capital Accounts	21	(26,000)
Retained Earnings	22	(212,000)
TOTAL EQUITY CAPITAL	23	\$ 9,309,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 60,666,000

SMITHVILLE

Community Bank of Central Texas ssb

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

FAX 512/237-2484

Other Officers: Nancy M. Janecek, VP; Keri Brown, VP; Marybeth Claiborne,
Treasurer

Board of Directors: Barry Hannath, Chairman, Jim Cowan, 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: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1997

UNAUDITED

ASSETS

Cash on Hand and Demand Deposits	01	\$ 371,116
Securities and Investments	02	<u>705,000</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>443,500</u>
Mortgage Loans (Incl MBS)	04	<u>27,888,319</u>
Other Loans	05	<u>2,636,029</u>
Real Estate Owned	06	<u>0</u>
Investment in Real Estate	07	<u>0</u>
Office Premises & Equipment, net	08	<u>1,088,000</u>
Investments in Subsidiary Corporations	09	<u>7,474</u>
Goodwill	10	<u>0</u>
Other Assets and Deferred Charges	11	<u>455,171</u>
TOTAL ASSETS	12	<u>\$ 33,594,609</u>

LIABILITIES

Deposit Accounts	13	<u>30,225,953</u>
Advances from FHLB of Dallas	14	<u>0</u>
Other Borrowed Money	15	<u>0</u>
Other Liabilities	16	<u>341,637</u>
TOTAL LIABILITIES	17	<u>\$ 30,567,590</u>

EQUITY CAPITAL

Preferred Stock	18	<u>0</u>
Common Stock	19	<u>0</u>
Paid-in Surplus	20	<u>0</u>
Other Capital Accounts	21	<u>193,000</u>
Retained Earnings	22	<u>2,834,019</u>
TOTAL EQUITY CAPITAL	23	<u>\$ 3,027,019</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24	<u>\$ 33,594,609</u>

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; Darryl Calley, VP

Board of Directors: David Cotton, Chairman, Darryl Calley, Charles Church, John Coffman, J.B. Tate, Jr., James Cave, Keith Hackfeld, Monte West

Charter Number: 356

Number of Authorized Branches: 1

Charter Date: 07/26/57

Number of Operating Branches: 1

Date Insured: 08/09/89

Number of Operating Agencies: 1

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 1,134,000
Securities and Investments	02	10,397,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	766,000
Mortgage Loans (Incl. MBS)	04	31,904,000
Other Loans	05	2,121,000
Real Estate Owned	06	200,000
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	224,000
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	80,000
TOTAL ASSETS	12	\$46,826,000

LIABILITIES

Deposit Accounts	13	34,987,000
Advances from FHLB of Dallas	14	6,979,000
Other Borrowed Money	15	-0-
Other Liabilities	16	725,000
TOTAL LIABILITIES	17	\$42,691,000

EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	300,000
Paid-in Surplus	20	-0-
Other Capital Accounts	21	59,000
Retained Earnings	22	3,844,000
TOTAL EQUITY CAPITAL	23	\$ 4,135,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$46,826,000

TERRELL

Terrell Federal Savings and Loan Association

Street Address: 102 W. High, 75160

972/563-2657

Mail Address: P.O. Box 39, 75160

FAX 972/563-6814

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, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 781,000
Securities and Investments	02	19,630,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	372,000
Mortgage Loans (Incl. MBS)	04	26,170,000
Other Loans	05	616,000
Real Estate Owned	06	0
Investment in Real Estate	07	107,000
Office Premises & Equipment, net	08	161,000
Investments in Subsidiary Corporations	09	135,000
Goodwill	10	0
Other Assets and Deferred Charges	11	353,000
TOTAL ASSETS	12	\$ 48,325,000

LIABILITIES

Deposit Accounts	13	43,149,000
Advances from FHLB of Dallas	14	400,000
Other Borrowed Money	15	0
Other Liabilities	16	541,000
TOTAL LIABILITIES	17	\$ 44,090,000

EQUITY CAPITAL

Preferred Stock	18	135,000
Common Stock	19	0
Paid-in Surplus	20	0
Other Capital Accounts	21	0
Retained Earnings	22	4,100,000
TOTAL EQUITY CAPITAL	23	\$ 4,235,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 48,325,000

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, Vice Chairman/President/CEO

Other Officers: Derrell W. Chapman, VP; Joe C. Hobson, SVP; M. Earl Davis, VP;
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: 2

Branch Locations: Whitehouse

STATEMENT OF CONDITION - DECEMBER 31, 1997

		Unaudited (In Thousands)
ASSETS		
Cash on Hand and Demand Deposits	01	\$ 3,135
Securities and Investments	02	30,594
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,021
Mortgage Loans (Incl. MBS)	04	81,622
Other Loans	05	1,543
Real Estate Owned	06	0
Investment in Real Estate	07	0
Office Premises & Equipment, net	08	1,094
Investments in Subsidiary Corporations	09	0
Goodwill	10	0
Other Assets and Deferred Charges	11	1,150
TOTAL ASSETS	12	\$ 120,159
LIABILITIES		
Deposit Accounts	13	93,627
Advances from FHLB of Dallas	14	7,522
Other Borrowed Money	15	0
Other Liabilities	16	1,191
TOTAL LIABILITIES	17	\$ 102,340
EQUITY CAPITAL		
Preferred Stock	18	0
Common Stock	19	12
Paid-In Surplus	20	5,738
Other Capital Accounts	21	(956)
Retained Earnings	22	13,025
TOTAL EQUITY	23	\$ 17,819
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 120,159

VICTORIA

South Texas Bank, ssb

(name changed to FirstCapital Bank, ssb effective February 11, 1998)

Street Address: 1205 N. Navarro, 77901

512/573-5241

Mail Address: P.O. Box 2118, 77902

FAX 512/573-1803

Managing Officer: D. Michael Hunter, Chairman/CEO

Other Officers: Steve Hipes, President/COO; Keith Hogan, EVP/Secretary; Dan Conroy, SVP/CFO; Bob Kuhn, SVP; Michael J. Brown, SVP; David Barnhart, SVP; Colleen Taylor, FVP/Controller; Stan Hubenak, FVP; Billy Perkins, FVP; Geri Schroeder, FVP; Karen Kidd, FVP; Beverley Flessner, FVP

Board of Directors: D. Michael Hunter, Chairman, Steve Hipes, Al Hogan, Celia Sexton Tate, Keith Hogan, Kay Walker, Gaylan Duncan

Charter Number: 17

Number of Authorized Branches: 10

Charter Date: 12/2/96

Number of Operating Branches: 10

Date Insured: 02/10/50

Number of Operating Agencies: 1

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

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ 9,847,069
Securities and Investments	02	<u>29,016,645</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>2,760,100</u>
Mortgage Loans (Incl. MBS)	04	<u>148,970,542</u>
Other Loans	05	<u>51,201,675</u>
Real Estate Owned	06	<u>377,631</u>
Investment in Real Estate	07	<u>0</u>
Office Premises & Equipment, net	08	<u>6,530,009</u>
Investments in Subsidiary Corporations	09	<u>683,035</u>
Goodwill	10	<u>6,315,508</u>
Other Assets and Deferred Charges	11	<u>2,211,685</u>
TOTAL ASSETS	12	<u>\$257,913,899</u>

LIABILITIES

Deposit Accounts	13	<u>230,198,230</u>
Advances from FHLB of Dallas	14	<u>2,500,000</u>
Other Borrowed Money	15	<u>1,254</u>
Other Liabilities	16	<u>3,299,441</u>
TOTAL LIABILITIES	17	<u>\$235,998,925</u>

EQUITY CAPITAL

Preferred Stock	18	<u>0</u>
Common Stock	19	<u>1,317,000</u>
Paid-in Surplus	20	<u>21,041,017</u>
Other Capital Accounts	21	<u>134,568</u>
Retained Earnings	22	<u>(577,611)</u>
TOTAL EQUITY CAPITAL	23	<u>\$ 21,914,974</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24	<u>\$257,913,899</u>

WACO

Synergy Bank, S.S.B.

(De novo opened for business March 20, 1998)

Street Address: 510 North Valley Mills Dr., 76710

254/399-0700

Mail Address: 510 North Valley Mills Dr., 76710

FAX 254/751-0730

Managing Officer: C. Sam Smith, President/CEO

Other Officers: Calvin Wiese, CLO

Board of Directors: Charles D. Jones, Chairman, Edward Arredondo, Virginia

Cashion, Paul James Meyer, Jr., C. Sam Smith

Charter Number: 25

Number of Authorized Branches: 0

Charter Date: 3/4/98

Number of Operating Branches: 0

Date Insured:

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1997

ASSETS

Cash on Hand and Demand Deposits	01	\$ _____
Securities and Investments	02	_____
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	_____
Mortgage Loans (Incl. MBS)	04	_____
Other Loans	05	_____
Real Estate Owned	06	_____
Investment in Real Estate	07	_____
Office Premises & Equipment, net	08	_____
Investments in Subsidiary Corporations	09	_____
Goodwill	10	_____
Other Assets and Deferred Charges	11	_____
TOTAL ASSETS	12	\$ _____

LIABILITIES

Deposit Accounts	13	_____
Advances from FHLB of Dallas	14	_____
Other Borrowed Money	15	_____
Other Liabilities	16	_____
TOTAL LIABILITIES	17	\$ _____

EQUITY CAPITAL

Preferred Stock	18	_____
Common Stock	19	_____
Paid-in Surplus	20	_____
Other Capital Accounts	21	_____
Retained Earnings	22	_____
TOTAL EQUITY CAPITAL	23	\$ _____
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ _____

THE UNIVERSITY OF TEXAS-PAN AMERICAN

0 1161 0427 7482