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Texas State Document

# **Texas Savings & Loan Department**

## **Sixty-Eighth Annual Report**

**of**

## **Savings & Loan Associations**



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**James L. Pledger**

**Savings & Loan Commissioner**

**of Texas**

**December 31, 1996**

## FINANCE COMMISSION OF TEXAS

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Hubert Bell, Jr.  
James T. Chambers  
Kay Glover  
Steven C. Hastings  
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Garland  
Jacksonville  
Austin  
Stephenville  
Austin  
Arlington  
Dallas  
San Antonio  
Houston  
Fort Worth

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David de la Rosa

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Executive Assistant  
Director of Examinations  
Director of Corporate Activities  
Chief Administrative Officer  
Supervisory Analyst  
Supervisory Analyst  
Administrative Technician  
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### Examiners

Leon Buck  
Douglas Foster

Charles Hicks  
Patsy Smith

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TABLE I

## NUMBER OF ASSOCIATIONS IN TEXAS

TYPE OF ASSOCIATION	12/31/96	12/31/95	PERCENT CHANGE
STATE CHARTERED			
STOCK	21	24	-12.5%
MUTUAL	1	1	0.0%
TOTAL STATE	22	25	-12.0%
FEDERAL CHARTERED			
STOCK	21	24	-12.5%
MUTUAL	7	9	-22.2%
TOTAL FEDERAL	28	33	-15.2%
TOTAL STATE AND FEDERAL	50	58	-13.8%

TABLE II

## BRANCHING IN TEXAS - DECEMBER 31, 1996

TYPE CHARTER	ASSNS	BRANCHES	ASSOCIATIONS WITH BRANCHES	ASSOCIATIONS WITHOUT BRANCHES
STATE	22	144	20	2
FEDERAL	28	278	17	11
TOTAL	50	422	37	13

TABLE III

## STOCK AND MUTUAL ASSOCIATIONS IN TEXAS

DECEMBER 31, 1996

TYPE OF ASSOCIATION	NO OF ASSNS	DEPOSITS	ASSETS	LOANS	NET WORTH
STATE CHARTERED					
STOCK	21	5,734,630,854	8,364,234,282	7,028,210,768	669,094,702
MUTUAL	1	29,984,851	33,018,679	29,007,632	2,657,981
TOTAL STATE	22	\$5,764,615,705	\$8,397,252,961	\$7,057,218,400	\$671,752,683
FEDERAL CHARTERED					
STOCK	21	18,944,180,262	36,170,284,137	31,431,147,497	2,715,483,778
MUTUAL	7	550,208,392	652,367,138	505,047,930	56,452,091
TOTAL FEDERAL	28	\$19,494,388,654	\$36,822,651,275	\$31,936,195,427	\$2,771,935,869
TOTAL	50	\$25,259,004,359	\$45,219,904,236	\$38,993,413,827	\$3,443,688,552

TABLE IV

## STANDARD METROPOLITAN STATISTICAL AREAS

SMSA	NO. OF ASSNS	TOTAL ASSETS	TOTAL DEPOSITS
AUSTIN	4	\$363,058,015	\$326,233,871
BEAUMONT-PORT ARTHUR-ORANGE	1	144,927,000	129,693,000
CORPUS CHRISTI	1	1,290,930,000	994,143,000
DALLAS-FORT WORTH	8	15,177,997,224	9,358,801,039
BRYAN-COLLEGE STATION	4	2,604,936,490	2,057,066,604
GALVESTON-TEXAS CITY	0	0	0
HOUSTON	8	17,420,622,323	8,312,870,795
LUBBOCK	0	0	0
MIDLAND	0	0	0
ODESSA	0	0	0
SAN ANTONIO	1	6,291,907,000	2,458,273,000
SAN ANGELO	0	0	0
TYLER	1	113,435,027	94,083,784
WICHITA FALLS	0	0	0
BROWNSVILLE-HARLINGEN-SAN BENITO	0	0	0
PANHANDLE	1	42,687,893	37,801,673
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	218,923,512	177,648,499
NORTHEAST REGION	7	771,503,081	632,033,396
SOUTHEAST REGION	6	378,140,384	336,341,912
SOUTH REGION	4	400,836,287	344,013,786
TOTALS	50	\$45,219,904,236	\$25,259,004,359

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	0.0%	\$0	0.0%
9	10	0	0.0%	0	0.0%
10	12	0	0.0%	0	0.0%
12	15	0	0.0%	0	0.0%
15	20	0	0.0%	0	0.0%
20	25	0	0.0%	0	0.0%
25	30	2	4.0%	52,241,191	0.1%
30	40	5	10.0%	174,424,363	0.4%
40	50	6	12.0%	271,813,377	0.6%
50	75	7	14.0%	441,185,603	1.0%
75	100	3	6.0%	269,884,088	0.6%
100	150	6	12.0%	755,994,759	1.7%
150	200	6	12.0%	1,046,414,792	2.3%
200	250	2	4.0%	426,276,424	0.9%
250	300	1	2.0%	277,000,000	0.6%
300	400	0	0.0%	0	0.0%
400	500	2	4.0%	886,743,074	2.0%
500	600	0	0.0%	0	0.0%
600	1,000	1	2.0%	718,238,565	1.6%
1,000	2,000	2	4.0%	2,660,074,000	5.9%
2,000	3,000	3	6.0%	7,649,948,000	16.9%
3,000	4,000	1	2.0%	3,225,016,000	7.1%
4,000	5,000	0	0.0%	0	0.0%
5,000	6,000	0	0.0%	0	0.0%
6,000	7,000	1	2.0%	6,291,907,000	13.9%
7,000	8,000	0	0.0%	0	0.0%
8,000	9,000	0	0.0%	0	0.0%
9,000	AND UP	2	4.0%	20,072,743,000	44.4%
TOTALS		50	100.0%	\$45,219,904,236	100.0%



TABLE VI

**COMBINED STATEMENT OF CONDITION**  
**DOMESTIC STATE AND FEDERALLY CHARTERED ASSOCIATIONS IN TEXAS**  
AS OF DECEMBER 31, 1996 AND DECEMBER 31, 1995

	50 ASSOCIATIONS 12/31/96	58 ASSOCIATIONS 12/31/95	INCREASE/ (DECREASE)	% CHANGE
<i><b>ASSETS</b></i>				
CASH ON HAND AND DEMAND DEPOSITS	\$909,750,152	\$1,922,736,295	(\$1,012,986,143)	-52.7%
SECURITIES AND INVESTMENTS	3,146,162,009	4,992,377,087	(1,846,215,078)	-37.0%
STOCK IN FEDERAL HOME LOAN BANK	418,022,160	492,008,900	(73,986,740)	-15.0%
MORTGAGE LOANS	32,174,569,445	42,999,919,796	(10,825,350,351)	-25.2%
OTHER LOANS	6,818,844,382	6,647,260,856	171,583,526	2.6%
REAL ESTATE OWNED	133,365,963	182,106,114	(48,740,151)	-26.8%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	54,954,733	50,552,285	4,402,448	8.7%
OFFICE BLDG. (NET OF DEPR.) AND LAND	394,978,286	477,194,138	(82,215,852)	-17.2%
FURNITURE, FIXTURES, EQUIP. AND LEASEHOLD IMPV. (NET)	21,774,049	176,515,487	(154,741,438)	-87.7%
INVESTMENT IN SUBSIDIARY CORPORATIONS	84,913,585	108,325,172	(23,411,587)	-21.6%
DEFERRED CHARGES AND OTHER ASSETS	1,062,569,472	1,578,183,906	(515,614,434)	-32.7%
TOTAL ASSETS	<u>\$45,219,904,236</u>	<u>\$59,627,180,036</u>	<u>(\$14,407,275,800)</u>	<u>-24.2%</u>
<i><b>LIABILITIES AND EQUITY CAPITAL</b></i>				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$25,259,004,359	\$35,381,894,983	(\$10,122,890,624)	-28.6%
ADVANCES FROM FHLB DALLAS	6,588,866,171	8,274,492,970	(1,685,626,799)	-20.4%
OTHER BORROWED MONEY	9,313,698,755	9,652,744,352	(339,045,597)	-3.5%
OTHER LIABILITIES	614,646,399	1,970,839,075	(1,356,192,676)	-68.8%
TOTAL LIABILITIES	<u>\$41,776,215,684</u>	<u>\$55,279,971,380</u>	<u>(\$13,503,755,696)</u>	<u>-24.4%</u>
EQUITY CAPITAL:				
PREFERRED STOCK	\$321,147,304	\$622,534,873	(\$301,387,569)	-48.4%
COMMON STOCK	49,719,629	61,226,743	(11,507,114)	-18.8%
PAID-IN SURPLUS	1,321,800,467	1,773,045,673	(451,245,206)	-25.5%
OTHER CAPITAL ACCOUNTS	(10,887,661)	92,104,462	(102,992,123)	-111.8%
RETAINED EARNINGS	1,761,908,813	1,798,296,905	(36,388,092)	-2.0%
TOTAL EQUITY CAPITAL	<u>\$3,443,688,552</u>	<u>\$4,347,208,656</u>	<u>(\$903,520,104)</u>	<u>-20.8%</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$45,219,904,236</u>	<u>\$59,627,180,036</u>	<u>(\$14,407,275,800)</u>	<u>-24.2%</u>

TABLE VII

**COMBINED STATEMENT OF CONDITION**  
**DOMESTIC STATE CHARTERED SAVINGS INSTITUTIONS**  
AS OF DECEMBER 31, 1996 AND DECEMBER 31, 1995

	22 ASSOCIATIONS 12/31/96	25 ASSOCIATIONS 12/31/95	INCREASE/ (DECREASE)	% CHANGE
<i><b>ASSETS</b></i>				
CASH ON HAND AND DEMAND DEPOSITS	\$275,238,061	\$200,089,743	\$75,148,318	37.6%
SECURITIES AND INVESTMENTS	663,139,496	1,070,393,945	(407,254,449)	-38.0%
STOCK IN FEDERAL HOME LOAN BANK	60,766,500	84,119,100	(23,352,600)	-27.8%
MORTGAGE LOANS	6,608,203,932	8,039,809,715	(1,431,605,783)	-17.8%
OTHER LOANS	449,014,468	340,961,674	108,052,794	31.7%
REAL ESTATE OWNED	50,212,415	85,904,496	(35,692,081)	-41.5%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	51,612,746	48,010,971	3,601,775	7.5%
OFFICE BLDG. (NET OF DEPR.) AND LAND	84,487,835	86,280,975	(1,793,140)	-2.1%
FURNITURE, FIXTURES, EQUIP. AND LEASEHOLD IMPV. (NET)	15,272,526	9,065,000	6,207,526	68.5%
INVESTMENT IN SUBSIDIARY CORPORATIONS	30,770,605	52,819,737	(22,049,132)	-41.7%
DEFERRED CHARGES AND OTHER ASSETS	108,534,377	231,180,242	(122,645,865)	-53.1%
TOTAL ASSETS	<u>\$8,397,252,961</u>	<u>\$10,248,635,598</u>	<u>(\$1,851,382,637)</u>	<u>-18.1%</u>
<i><b>LIABILITIES AND EQUITY CAPITAL</b></i>				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$5,764,615,705	\$6,759,766,186	(\$995,150,481)	-14.7%
ADVANCES FROM FHLB DALLAS	703,597,190	579,263,075	124,334,115	21.5%
OTHER BORROWED MONEY	1,134,525,028	1,955,976,000	(821,450,972)	-42.0%
OTHER LIABILITIES	122,762,355	189,046,110	(66,283,755)	-35.1%
TOTAL LIABILITIES	<u>\$7,725,500,278</u>	<u>\$9,484,051,371</u>	<u>(\$1,758,551,093)</u>	<u>-18.5%</u>
EQUITY CAPITAL:				
PREFERRED STOCK	\$76,880,000	\$98,579,000	(\$21,699,000)	-22.0%
COMMON STOCK	21,507,718	25,682,435	(4,174,717)	-16.3%
PAID-IN SURPLUS	232,264,239	226,080,349	6,183,890	2.7%
OTHER CAPITAL ACCOUNTS	(5,891,096)	20,539,489	(26,430,585)	-128.7%
RETAINED EARNINGS	346,991,822	393,702,954	(46,711,132)	-11.9%
TOTAL EQUITY CAPITAL	<u>\$671,752,683</u>	<u>\$764,584,227</u>	<u>(\$92,831,544)</u>	<u>-12.1%</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$8,397,252,961</u>	<u>\$10,248,635,598</u>	<u>(\$1,851,382,637)</u>	<u>-18.1%</u>

TABLE VIII

**COMBINED STATEMENT OF CONDITION**  
**FEDERALLY CHARTERED SAVINGS AND LOAN ASSOCIATIONS**  
AS OF DECEMBER 31, 1996 AND DECEMBER 31, 1995

	28 ASSOCIATIONS 12/31/96	33 ASSOCIATIONS 12/31/95	INCREASE/ (DECREASE)	% CHANGE
CASH ON HAND AND DEMAND DEPOSITS	\$634,512,091	\$1,722,646,552	(\$1,088,134,461)	-63.2%
SECURITIES AND INVESTMENTS	2,483,022,513	3,921,983,142	(1,438,960,629)	-36.7%
STOCK IN FEDERAL HOME LOAN BANK	357,255,660	407,889,800	(50,634,140)	-12.4%
MORTGAGE LOANS	25,566,365,513	34,960,110,081	(9,393,744,568)	-26.9%
OTHER LOANS	6,369,829,914	6,306,299,182	63,530,732	1.0%
REAL ESTATE OWNED	83,153,548	96,201,618	(13,048,070)	-13.6%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	3,341,987	2,541,314	800,673	31.5%
OFFICE BLDG. (NET OF DEPR.) AND LAND	310,490,451	390,913,163	(80,422,712)	-20.6%
FURNITURE, FIXTURES, EQUIP. AND LEASEHOLD IMPV. (NET)	6,501,523	167,450,487	(160,948,964)	-96.1%
INVESTMENT IN SUBSIDIARY CORPORATIONS	54,142,980	55,505,435	(1,362,455)	-2.5%
DEFERRED CHARGES AND OTHER ASSETS	954,035,095	1,347,003,664	(392,968,569)	-29.2%
TOTAL ASSETS	\$36,822,651,275	\$49,378,544,438	(\$12,555,893,163)	-25.4%
<i>LIABILITIES AND EQUITY CAPITAL</i>				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$19,494,388,654	\$28,622,128,797	(\$9,127,740,143)	-31.9%
ADVANCES FROM FHLB DALLAS	5,885,268,981	7,695,229,895	(1,809,960,914)	-23.5%
OTHER BORROWED MONEY	8,179,173,727	7,696,768,352	482,405,375	6.3%
OTHER LIABILITIES	491,884,044	1,781,792,965	(1,289,908,921)	-72.4%
TOTAL LIABILITIES	\$34,050,715,406	\$45,795,920,009	(\$11,745,204,603)	-25.6%
EQUITY CAPITAL:				
PREFERRED STOCK	\$244,267,304	\$523,955,873	(\$279,688,569)	-53.4%
COMMON STOCK	28,211,911	35,544,308	(7,332,397)	-20.6%
PAID-IN SURPLUS	1,089,536,228	1,546,965,324	(457,429,096)	-29.6%
OTHER CAPITAL ACCOUNTS	(4,996,565)	71,564,973	(76,561,538)	-107.0%
RETAINED EARNINGS	1,414,916,991	1,404,593,951	10,323,040	0.7%
TOTAL EQUITY CAPITAL	\$2,771,935,869	\$3,582,624,429	(\$810,688,560)	-22.6%
TOTAL LIABILITIES AND EQUITY CAPITAL	\$36,822,651,275	\$49,378,544,438	(\$12,555,893,163)	-25.4%

TABLE IX

## TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES

DECEMBER 31, 1996

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	150,163,320
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	33,018,679
BAYLOR	4,385	0	0	0
BEE	25,135	0	0	0
BELL	191,088	0	0	0
BEXAR	1,185,394	0	1	6,291,907,000
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	3	1	2,604,936,490
BREWSTER	8,681	0	0	0
BRISCOE	1,971	0	0	0
BROOKS	8,204	0	1	25,327,000
BROWN	34,371	0	0	0
BURLESON	13,625	0	0	0
BURNET	22,677	0	0	0
CALDWELL	26,392	0	0	0
CALHOUN	19,053	0	0	0
CALLAHAN	11,859	0	0	0
CAMERON	260,120	0	0	0
CAMP	9,904	0	1	43,400,000
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	218,320,424
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, 1996

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	69,574,000
DALLAS	1,852,810	1	3	13,771,013,973
DAWSON	14,349	0	0	0
DEAF SMITH	19,153	0	0	0
DELTA	4,857	0	0	0
DENTON	273,525	0	1	463,195,777
DEWITT	18,840	0	1	163,056,096
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	56,709,443
FISHER	4,842	0	0	0
FLOYD	8,497	0	0	0
FOARD	1,794	0	0	0
FORT BEND	225,421	0	1	277,000,000
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, 1996

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	17,143,622,323
HARRISON	57,483	0	0	0
HARTLEY	3,634	0	0	0
HASKELL	6,820	0	0	0
HAYS	65,614	1	0	65,624,000
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	1	0	137,664,476
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	36,727,979
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	48,324,909
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, 1996

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	188,731,696
LAMB	15,072	0	1	39,832,512
LAMPASAS	13,521	0	0	0
LA SALLE	5,254	0	0	0
LAVACA	18,690	0	0	0
LÉE	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, 1996

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
NOLAN	16,594	0	0	0
NUECES	291,145	0	1	1,290,930,000
OCHILTREE	9,128	1	0	42,687,893
OLDHAM	2,278	0	0	0
ORANGE	80,509	1	0	144,927,000
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	26,914,191
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	58,926,925
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	47,902,000
SHACKELFORD	3,316	0	0	0
SHELBY	22,034	1	0	101,520,963
SHERMAN	2,858	0	0	0
SMITH	151,309	0	1	113,435,027
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	2	895,462,565



TABLE IX

**TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES**  
DECEMBER 31, 1996

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
TAYLOR	119,655	0	0	0
TERRELL	1,410	0	0	0
TERRY	13,218	0	0	0
THROCKMORTON	1,880	0	0	0
TITUS	24,009	0	0	0
TOM GREEN	98,458	0	0	0
TRAVIS	576,407	3	0	297,434,015
TRINITY	11,445	0	0	0
TYLER	16,646	0	0	0
UPSHUR	31,370	0	1	40,538,560
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	185,539,000
WALKER	50,917	0	0	0
WALLER	23,390	0	0	0
WARD	13,115	0	0	0
WASHINGTON	26,154	0	0	0
WEBB	133,239	0	0	0
WHARTON	39,955	0	0	0
WHEELER	5,879	0	0	0
WICHITA	122,378	0	0	0
WILBARGER	15,121	0	0	0
WILLACY	17,705	0	0	0
WILLIAMSON	139,551	0	0	0
WILSON	22,650	0	0	0
WINKLER	8,626	0	0	0
WISE	34,679	0	0	0
WOOD	29,380	0	1	83,921,000
YOAKUM	8,786	0	0	0
YOUNG	18,126	0	1	61,615,000
ZAPATA	9,279	0	0	0
ZAVALA	12,162	0	0	0
<b>TOTALS</b>	<b>16,986,510</b>	<b>22</b>	<b>28</b>	<b>\$45,219,904,236</b>

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

TABLE X

**TEXAS ASSOCIATIONS--BY ASSET SIZE**  
DECEMBER 31, 1996

RANK	ASSOCIATION/CITY	ASSETS IN MILLIONS		
		1996	1995	RANK
1	BANK UNITED, HOUSTON	\$11,038.2	\$11,588.9	2
2	GUARANTY FEDERAL BANK, FSB, HOUSTON	9,034.5	8,936.1	3
3	USAA FEDERAL SAVINGS BANK, SAN ANTONIO	6,291.9	5,805.7	4
4	BLUEBONNET SAVINGS BANK, F.S.B., DALLAS	3,225.0	2,656.1	6
5	COASTAL BANC <i>ssb</i> , HOUSTON	2,872.6	2,781.3	5
6	GUARDIAN SAVINGS AND LOAN ASSN., HOUSTON	2,686.8	1,999.0	8
7	FIRST AMERICAN BANK TEXAS, SSB, BRYAN	2,090.6	2,568.9	7
8	BEAL BANK, SSB, DALLAS	1,369.1	1,128.0	10
9	PACIFIC SOUTHWEST BANK, CORPUS CHRISTI	1,290.9	1,278.0	9
10	COLONIAL SAVINGS, F.A., FORT WORTH	718.2	659.0	12
11	FIRST FEDERAL SAVINGS BANK OF NORTH TEXAS, DENTON	463.2	361.6	13
12	FIRST AMERICAN BANK, SSB, BRYAN	423.5	N/A	N/A
13	FORT BEND FEDERAL SAVINGS & LOAN ASSN., ROSENBERG	277.0	240.8	15
14	JACKSONVILLE SAVINGS & LOAN ASSN., JACKSONVILLE	218.3	196.7	16
15	FIRST HEIGHTS BANK, F.S.B., HOUSTON	208.0	252.1	14
16	FIRST FEDERAL SAVINGS & LOAN ASSN., PARIS	188.7	178.2	17
17	SOUTH TEXAS BANK, <i>ssb</i> , VICTORIA	185.5	175.1	18
18	FIRST SAVINGS BANK, A FEDERAL SAVINGS BANK, ARLINGTON	177.2	149.6	23
19	HOUSTON SAVINGS BANK, <i>fsb</i> , HOUSTON	169.9	146.0	24
20	CUERO FEDERAL SAVINGS & LOAN ASSN., CUERO	163.1	151.3	20
21	HORIZON BANK & TRUST, SSB, AUSTIN	162.0	132.7	26
22	ORANGE SAVINGS BANK, <i>ssb</i> , ORANGE	144.9	150.5	22
23	MERCANTILE BANK & TRUST, FSB, DALLAS	142.3	128.3	29
24	LOAN AND BUILDING STATE SAVINGS BANK, SULPHUR SPRINGS	137.7	136.3	25
25	THE BANK OF EAST TEXAS, SSB, LUFKIN	116.1	121.9	30

TABLE X

**TEXAS ASSOCIATIONS--BY ASSET SIZE**  
DECEMBER 31, 1996

RANK	ASSOCIATION/CITY	ASSETS IN MILLIONS		
		1996	1995	RANK
26	FIRST FEDERAL SAVINGS & LOAN ASSN., TYLER	113.4	117.0	31
27	SHELBY SAVINGS BANK, SSB, CENTER	101.5	99.4	33
28	LIBERTY SAVINGS ASSN., HOUSTON	99.5	106.1	32
29	WORLD SAVINGS BANK, SSB, AUSTIN	86.5	45.9	44
30	MINEOLA COMMUNITY BANK, S.S.B., MINEOLA	83.9	84.9	34
31	DALHART FEDERAL SAVINGS & LOAN ASSN., DALHART	69.6	66.2	35
32	PREFERRED BANK, HOUSTON	68.7	44.7	46
33	BALCONES BANK, SSB, SAN MARCOS	65.6	56.6	40
34	GRAHAM SAVINGS & LOAN, F.A., GRAHAM	61.6	60.1	37
35	FIRST FEDERAL SAVINGS BANK, BRYAN	60.0	59.8	39
36	HENDERSON FEDERAL SAVINGS ASSOC., HENDERSON	58.9	60.1	38
37	FAYETTE SAVINGS ASSN., LA GRANGE	56.7	54.7	41
38	LIFE SAVINGS BANK, SSB, AUSTIN	49.0	53.8	42
39	TERRELL FEDERAL SAVINGS & LOAN ASSN., TERRELL	48.3	38.4	50
40	SNYDER SAVINGS & LOAN ASSN., SNYDER	47.9	49.9	43
41	CYPRESS BANK, F.S.B., PITTSBURG	43.4	38.9	49
42	INTERSTATE SAVINGS & LOAN ASSN., PERRYTON	42.7	40.7	47
43	GILMER SAVINGS BANK, F.S.B., GILMER	40.5	34.3	53
44	FIRST FEDERAL SAVINGS & LOAN ASSN., LITTLEFIELD	39.8	40.1	48
45	MID-COAST SAVINGS BANK, S.S.B., EDNA	36.7	35.9	51
46	ANGELINA SAVINGS BANK, FSB, LUFKIN	34.0	34.6	52
47	SMITHVILLE SAVINGS & LOAN ASSN., SMITHVILLE	33.0	33.2	54
48	HOMESTEAD BANK, SSB, COLLEGE STATION	30.8	29.4	56
49	OLYMPIC SAVINGS ASSN., REFUGIO	26.9	28.0	57
50	GREATER SOUTH TEXAS BANK, F.S.B., FALFURRIAS	25.3	21.7	58

TABLE XI

**TEXAS ASSOCIATIONS--BY DEPOSIT SIZE**  
DECEMBER 31, 1996

RANK	ASSOCIATION/CITY	DEPOSITS IN MILLIONS		
		1996	1995	RANK
1	GUARANTY FEDERAL BANK, FSB, DALLAS	\$6,491.1	\$6,375.1	2
2	BANK UNITED, HOUSTON	5,001.1	5,036.8	3
3	USAA FEDERAL SAVINGS BANK, SAN ANTONIO	2,458.3	2,081.7	4
4	FIRST AMERICAN BANK TEXAS, SSB, BRYAN	1,593.9	1,610.0	5
5	GUARDIAN SAVINGS AND LOAN ASSN., HOUSTON	1,421.2	1,375.1	6
6	COASTAL BANC <i>ssb</i> , HOUSTON	1,312.7	1,287.6	7
7	BEAL BANK, SSB, DALLAS	1,065.8	986.0	9
8	PACIFIC SOUTHWEST BANK, CORPUS CHRISTI	994.1	930.9	10
9	BLUEBONNET SAVINGS BANK, F.S.B., DALLAS	691.6	1,060.1	8
10	COLONIAL SAVINGS, F.A.. FORT WORTH	435.6	441.1	12
11	FIRST FEDERAL SAVINGS BANK OF NORTH TEXAS, DENTON	391.8	322.0	13
12	FIRST AMERICAN BANK, SSB, BRYAN	383.7	N/A	N/A
13	FORT BEND FEDERAL SAVINGS & LOAN ASSN.. ROSENBERG	244.1	214.8	14
14	JACKSONVILLE SAVINGS & LOAN ASSN., JACKSONVILLE	180.8	173.7	15
15	SOUTH TEXAS BANK, <i>ssb</i> , VICTORIA	164.2	159.3	16
16	FIRST FEDERAL SAVINGS & LOAN ASSN., PARIS	160.5	155.0	17
17	HOUSTON SAVINGS BANK, <i>fsb</i> , HOUSTON	151.5	138.0	18
18	HORIZON BANK & TRUST, SSB, AUSTIN	150.1	121.8	23
19	CUERO FEDERAL SAVINGS & LOAN ASSN., CUERO	135.7	133.3	21
20	ORANGE SAVINGS BANK, <i>ssb</i> , ORANGE	129.7	132.8	22
21	FIRST SAVINGS BANK, A FEDERAL SAVINGS BANK, ARLINGTON	124.3	109.3	26
22	MERCANTILE BANK & TRUST, FSB, DALLAS	114.6	94.4	29
23	LOAN AND BUILDING STATE SAVINGS BANK, SULPHUR SPRINGS	104.3	102.0	27
24	THE BANK OF EAST TEXAS, SSB, LUFKIN	102.1	110.0	25
25	FIRST FEDERAL SAVINGS & LOAN ASSN., TYLER	94.1	97.2	28

TABLE XI

**TEXAS ASSOCIATIONS--BY DEPOSIT SIZE**  
DECEMBER 31, 1996

RANK	ASSOCIATION/CITY	DEPOSITS IN MILLIONS		
		1996	1995	RANK
26	SHELBY SAVINGS BANK, SSB, CENTER	92.2	90.0	30
27	LIBERTY SAVINGS ASSN., HOUSTON	77.3	83.1	32
28	WORLD SAVINGS BANK, SSB, AUSTIN	75.3	35.4	46
29	MINEOLA COMMUNITY BANK, S.S.B., MINEOLA	69.6	69.4	33
30	PREFERRED BANK, HOUSTON	65.0	41.1	41
31	BALCONES BANK, SSB, SAN MARCOS	56.3	47.6	39
32	GRAHAM SAVINGS & LOAN, F.A., GRAHAM	54.9	54.2	36
33	DALHART FEDERAL SAVINGS & LOAN ASSN., DALHART	54.4	56.3	34
34	FIRST FEDERAL SAVINGS BANK, BRYAN	53.2	55.0	35
35	FAYETTE SAVINGS ASSN., LA GRANGE	52.2	47.4	40
36	HENDERSON FEDERAL SAVINGS ASSOC., HENDERSON	51.9	53.7	37
37	LIFE SAVINGS BANK, SSB, AUSTIN	44.6	41.0	43
38	TERRELL FEDERAL SAVINGS & LOAN ASSN., TERRELL	44.0	33.6	50
39	FIRST HEIGHTS BANK, F.S.B., HOUSTON	40.1	36.7	44
40	INTERSTATE SAVINGS & LOAN ASSN., PERRYTON	37.8	35.9	45
41	CYPRESS BANK, F.S.B., PITTSBURG	37.7	34.3	49
42	FIRST FEDERAL SAVINGS & LOAN ASSN., LITTLEFIELD	34.2	34.7	48
43	SNYDER SAVINGS & LOAN ASSN., SNYDER	34.2	34.8	47
44	ANGELINA SAVINGS BANK, FSB, LUFKIN	31.1	31.3	51
45	SMITHVILLE SAVINGS & LOAN ASSN., SMITHVILLE	30.0	30.1	52
46	MID-COAST SAVINGS BANK, S.S.B., EDNA	28.8	28.7	54
47	GILMER SAVINGS BANK, F.S.B., GILMER	27.4	25.7	56
48	HOMESTEAD BANK, SSB, COLLEGE STATION	26.2	27.1	55
49	OLYMPIC SAVINGS ASSN., REFUGIO	22.6	23.5	57
50	GREATER SOUTH TEXAS BANK, F.S.B., FALFURRIAS	21.5	19.8	58

**1996 ACTIVITY FOR  
STATE THRIFT INSTITUTIONS IN TEXAS**

**STATE SAVINGS BANK  
CHARTER ACTIVITY**

**Conversions**

From:	First American Bank, Bryan	
To:	First American Bank, SSB, Bryan	7/25/96
From:	Orange Savings and Loan Association, Orange	
To:	Orange Savings Bank, ssb	9/6/96
From:	South Texas Bank, fsb	
To:	South Texas Bank, ssb	12/2/96

**DE NOVO FEDERAL THRIFT CHARTER APPROVED**

First Command Bank, Fort Worth (to open 4/97)	11/7/96
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**STATE CHARTERED MERGER  
WITH STATE BANK SURVIVOR**

Merger of:	First American Savings Bank, SSB, Bedford	
Into:	Central Bank & Trust, Fort Worth	4/18/96

**STATE CHARTERED MERGER  
WITH NATIONAL BANK SURVIVOR**

Merger of:	Charter Bank, SSB, Houston	
Into:	Charter National Bank - Houston	4/30/96

**STATE CHARTERED MERGER  
WITH FEDERAL SAVINGS AND LOAN SURVIVOR**

Merger of:	FirstBanc Savings Association of Texas, Missouri City	
Into:	Fort Bend Federal Savings and Loan Association of Rosenberg	8/16/96

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

Merger of: Texas Heritage Savings Association/Banc, Rowlett  
Into: First Federal Savings Bank of North Texas, Denton 12/30/96

**STATE CHARTERED CONVERSION TO FEDERAL**

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

From: Guardian Savings and Loan Association, Houston  
To: Guardian Savings and Loan Association, a federal savings and loan 10/15/96

**PURCHASE AND ASSUMPTION OF INSTITUTIONS APPROVED**

Acquisition by: Jacksonville Bancorp, Inc.  
Of: Jacksonville Savings and Loan Association 2/13/96

Acquisition by: International Bank of Commerce, McAllen  
Of: River Valley Bank, FSB, Weslaco 3/19/96

Acquisition by: First Capital Bankers, Inc.  
Of: South Texas Bank, fsb, Victoria 5/20/96

Acquisition by: Norwest Corporation  
Of: Franklin Federal Bancorp., a FSB 12/2/96

**STATE CHARTERED NAME CHANGE APPROVED**

From: First American Bank, SSB, Bryan  
To: First American Bank Texas, SSB, Bryan 7/25/96

**FEDERALLY CHARTERED NAME CHANGES APPROVED**

From: Preferred Bank, fsb, Houston  
To: Preferred Bank, Houston 3/12/96

From: Bank United of Texas FSB, Houston  
To: Bank United of Texas, Houston 4/1/96

From: South Texas Savings Bank, FSB, Victoria  
To: South Texas Bank, fsb, Victoria 6/12/96

From: Bank United of Texas, Houston  
To: Bank United, Houston 6/14/96

**FEDERALLY CHARTERED MERGERS APPROVED**

Merger of: Great Southwest Bank, fsb, Houston  
Into: Houston Savings Bank, FSB 3/6/96

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

Merger of: First State Bank, Caldwell  
Into: First American Bank, SSB, Bryan 12/20/96

**STATE CHARTERED REORGANIZATION INTO STOCK HOLDING COMPANY  
FORM OF OWNERSHIP**

Jacksonville Savings and Loan Association 3/28/96

**STATE CHARTERED BRANCH OFFICES APPROVED**

World Savings Bank, SSB, Austin 3/26/96  
Horizon Bank & Trust, SSB, Austin 7/5/96  
Horizon Bank & Trust, SSB, Austin 11/21/96

**FEDERALLY CHARTERED BRANCH OFFICES APPROVED**

Fort Bend Federal Savings & Loan Association, Katy 2/21/96  
Bank United, Houston 3/6/96  
Houston Savings Bank, FSB, Houston 5/30/96  
Bank United, Houston (3) 6/4/96

**STATE CHARTERED REMOTE SERVICE UNITS APPROVED**

Life Savings Bank, SSB, Austin 3/29/96  
FirstBanc Savings Association of Texas, Missouri City 4/9/96



**STATE CHARTERED SALE/EXCHANGE/PURCHASE OF BRANCH OFFICE  
APPROVED**

Branch Office Sold: Coastal Banc ssb, San Angelo  
To: First State Bank, N.A., Abilene 5/17/96

Branch Offices Exchanged: Coastal Banc ssb, San Antonio (3)  
Exchanged For: Compass Bank, N.A. - Houston, Bay City 8/22/96

**FEDERAL SALE/PURCHASE OF BRANCH OFFICE APPROVED**

Branch Offices Sold: Bluebonnet Savings Bank, FSB-Abilene, Big Springs, Midland,  
Odessa, Sweetwater, Plainview, Lubbock (3), Lufkin, El Paso (4),  
Corpus Christi, Austin (2), and San Antonio (4)  
To: NationsBank of Texas, N.A. 6/14/96

Branch Offices Purchased: Bank of America Texas, N.A.-Corpus Christi (7), Brownsville (3),  
Kingsville, Laredo, Rockport, and South Padre Island  
By: Pacific Southwest Bank, Corpus Christi 11/20/96

**STATE CHARTERED BRANCH OFFICE RELOCATION APPROVED**

Branch office: Coastal Banc ssb, 9712 Fondren, Houston  
Relocate to: Coastal Banc ssb, 5300 North Braeswood, Houston 5/24/96

**REORGANIZATION OF STATE SAVINGS BANK HOLDING COMPANY**

Adam Corporation/Group, holding company of First American Bank Texas, SSB, Bryan,  
and First American Bank, SSB, Bryan 7/25/96

Coastal Bancorporation, holding company of Coastal Banc ssb 10/30/96

**STATE CHARTERED CHANGE OF CONTROL APPROVED**

South Central Texas Bancshares, Flatonia, approved to acquire 18.37% of  
Fayette Savings Association, La Grange 12/31/96

**STATE BYLAW/CHARTER AMENDMENTS APPROVED**

Life Savings Bank, SSB 5/6/96  
The Bank of East Texas, SSB 10/31/96

**FEDERAL BYLAW/CHARTER AMENDMENTS APPROVED**

South Texas Bank, fsb, Victoria	2/20/96
Bluebonnet Savings Bank, FSB, Dallas	4/3/96
South Texas Bank, fsb, Victoria	4/22/96
Franklin Federal Bancorp., a FSB	4/22/96
Fort Bend Federal Savings and Loan Association, Rosenberg	6/4/96
Bluebonnet Savings Bank, FSB, Dallas	8/16/96
Bank United, Houston	10/9/96
Cuero Federal Savings and Loan Association, Cuero	11/14/96
Bluebonnet Savings Bank, FSB, Dallas	12/6/96
First Federal Savings Bank of North Texas, Denton	12/9/96

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**1997 SUBSEQUENT STATE ACTIVITY**

**STATE SAVINGS BANK  
CHARTER ACTIVITY**

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	
To: Interstate Bank, ssb	1/31/97

**STATE CHARTERED MERGER  
WITH STATE BANK SURVIVOR**

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

**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

**STATE CHARTERED SALE/EXCHANGE/PURCHASE OF BRANCH OFFICE  
APPROVED**

Branch Offices Sold: Bank of America in Bowie, Burkburnett, Henrietta, Iowa Park, Wichita Falls (2), Abilene (4), and Merkle	
By: First American Bank Texas, SSB, Bryan	3/7/97
Branch Offices Sold: Pacific Southwest Bank in	
By: South Texas Bank, ssb, Victoria	4/25/97

**CHANGE OF CONTROL OF STATE SAVINGS BANK APPROVED**

Jeffrey A. Smith, John W. Adams, and Edward Z. Safady approved to acquire 82.69% of Life Savings Bank, SSB	5/14/97
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## HOME OFFICE BY CITY

ARLINGTON	First Savings Bank, A Federal Savings Bank
AUSTIN	Horizon Bank & Trust, SSB Life Savings 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
COLLEGE STATION	Homestead Bank, SSB
CORPUS CHRISTI	Pacific Southwest Bank, FSB
CUERO	Cuero Federal Savings & Loan Association
DALHART	Dalhart Federal Savings & Loan Association
DALLAS	Beal Bank, SSB Bluebonnet Savings Bank, FSB 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.
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 and Loan Association
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	Smithville Savings and Loan Association
SNYDER	Snyder Savings and Loan Association

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

SULPHUR SPRINGS	Loan & Building State Savings Bank
TERRELL	Terrell Federal Savings & Loan Association
TYLER	First Federal Savings and Loan Association
VICTORIA	South Texas Bank, ssb
WESLACO	River Valley Bank, F.S.B.
IRWINDALE, CA	Savings of America (subsidiary of Home Savings of America, FSB)
OAKLAND, CA	World Savings and Loan Association, FSLA

## INDEX OF INSTITUTIONS

Angelina Savings Bank, FSB	Lufkin
Balcones Bank, SSB	San Marcos
Bank United	Houston
Beal Bank, SSB	Dallas
Bluebonnet Savings Bank, FSB	Dallas
Coastal Banc ssb	Houston
Colonial Savings, F. A.	Fort Worth
Cuero Federal S & L Association	Cuero
Cypress Bank, FSB	Pittsburg
Dalhart Federal S & L Association	Dalhart
Fayette Savings Association	La Grange
First American Bank, SSB	Bryan
First American Bank Texas, SSB	Bryan
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
Homestead Bank, SSB	College Station
Horizon Bank & Trust, SSB	Austin
Houston Savings Bank, fsb	Houston
Interstate Bank, ssb	Perryton
Jacksonville S & L Association	Jacksonville
Liberty Savings Association	Houston
Life Savings Bank, SSB	Austin
Loan & Building State Savings Bank	Sulphur Springs
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
River Valley Bank, FSB .....	Weslaco
Savings of America .....	Irwindale, CA
Shelby Savings Bank, SSB .....	Center
Smithville S & L Association .....	Smithville
Snyder S & L Association .....	Snyder
South Texas Bank, ssb .....	Victoria
Terrell Federal S & L Association .....	Terrell
The Bank of East Texas, SSB .....	Lufkin
USAA Federal Savings Bank .....	San Antonio
World S & L Association, FSLA .....	Oakland, CA
World Savings Bank, SSB .....	Austin

# ARLINGTON

## First Savings Bank, A Federal Savings Bank

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

817/861-3633

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

FAX 817/861-9282

Managing Officer: Richard J. Driscoll, President

Other Officers: Kay Gurley, VP/Controller; Rhonda Long, VP/Operations; Bennett Carter, VP/Lending; Frank Richards, VP/Lending; Pete Callis, VP/Lending; Al Latimer, VP/Lending; Mike Mellott, VP/Lending; Joe Price, VP/Lending; Tamara Hambright, VP/Warehouse Lending; Bill Eikenberry, VP/Secondary Investments; Ron Beck, VP/Factoring; George Bryant, VP/Factoring; Harold Patterson, VP; Donna Haisler, Assistant Controller

Board of Directors: Richard J. Driscoll, Charles Green, Don Buchholz, 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, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 8,090,000
Securities and Investments .....	02	<u>-0-</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	1,947,000
Mortgage Loans (Incl. MBS) .....	04	<u>145,094,000</u>
Other Loans .....	05	<u>20,441,000</u>
Real Estate Owned .....	06	879,000
Investment in Real Estate .....	07	<u>-0-</u>
Office Premises & Equipment, net .....	08	<u>239,000</u>
Investments in Subsidiary Corporations .....	09	<u>150,000</u>
Goodwill .....	10	<u>-0-</u>
Other Assets and Deferred Charges .....	11	<u>384,000</u>
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b><u>\$ 177,224,000</u></b>

#### LIABILITIES

Deposit Accounts .....	13	124,272,000
Advances from FHLB of Dallas .....	14	<u>36,166,000</u>
Other Borrowed Money .....	15	<u>-0-</u>
Other Liabilities .....	16	<u>2,193,000</u>
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b><u>\$ 162,631,000</u></b>

#### EQUITY CAPITAL

Preferred Stock .....	18	<u>-0-</u>
Common Stock .....	19	<u>2,400,000</u>
Paid-in Surplus .....	20	<u>2,056,000</u>
Other Capital Accounts .....	21	<u>-0-</u>
Retained Earnings .....	22	<u>10,137,000</u>
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b><u>\$ 14,593,000</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b><u>\$ 177,224,000</u></b>



## AUSTIN Continued

### Horizon Bank & Trust, SSB

(merged into Compass Bank effective 3-12-97)

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

512/371-0700

Mail Address: P.O. Box 9600, 78766

FAX 512/371-9498

Managing Officer: Douglas B. Kadison, President

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

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

Nichols, Jr., Robert J. Ellis, Howard H. Owen, Larry Rother, Michael Rotman,

M.D., S. Mark Powell

Charter Number: 6

Number of Authorized Branches: 10

Charter Date: 08/31/94

Number of Operating Branches: 10

Date Insured: 08/16/85

Number of Operating Agencies: 0

Branch Locations: Austin, Round Rock

#### STATEMENT OF CONDITION - DECEMBER 31, 1996

##### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 30,041,000
Securities and Investments .....	02	<u>9,269,000</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	<u>487,000</u>
Mortgage Loans (Incl. MBS) .....	04	<u>90,961,000</u>
Other Loans .....	05	<u>21,371,000</u>
Real Estate Owned .....	06	<u>135,000</u>
Investment in Real Estate .....	07	<u>0</u>
Office Premises & Equipment, net .....	08	<u>7,166,000</u>
Investments in Subsidiary Corporations .....	09	<u>129,000</u>
Goodwill .....	10	<u>343,000</u>
Other Assets and Deferred Charges .....	11	<u>2,071,000</u>
<b>TOTAL ASSETS</b> .....	12	<b><u>\$ 161,973,000</u></b>

##### LIABILITIES

Deposit Accounts .....	13	<u>150,109,000</u>
Advances from FHLB of Dallas .....	14	<u>0</u>
Other Borrowed Money .....	15	<u>0</u>
Other Liabilities .....	16	<u>1,066,000</u>
<b>TOTAL LIABILITIES</b> .....	17	<b><u>\$ 151,175,000</u></b>

##### EQUITY CAPITAL

Preferred Stock .....	18	<u>0</u>
Common Stock .....	19	<u>1,400,000</u>
Paid-in Surplus .....	20	<u>3,885,000</u>
Other Capital Accounts .....	21	<u>(17,000)</u>
Retained Earnings .....	22	<u>5,530,000</u>
<b>TOTAL EQUITY CAPITAL</b> .....	23	<b><u>\$ 10,798,000</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b> .....	24	<b><u>\$ 161,973,000</u></b>

## AUSTIN Continued

### Life Savings Bank, SSB

Street Address: 6132 Hwy. 290 West, 78735

512/892-5433

Mail Address: 6132 Hwy. 290 West, 78735

FAX 512/892-7967

Managing Officer: Robert E. Rhoades, President/CEO

Other Officers: Loraine H. Hunt, EVP; Virgillo Altamirano, EVP; Mary Reeder, VP;  
Paige Fenton, VP; Debbie Nicholson, VP; Donna Fitzharris, VP

Board of Directors: J. Frederick Welling, Chairman, Robert E. Rhoades, Sam  
McAnally, Rocky Hernandez, Judd Welling (Advisory), Mike Thornton, Howard  
B. Miller, L. Alvis Vandygriff, Director Emeritus, W.A. Kuchar, Retired

Charter Number: 1

Number of Authorized Branches: 3

Charter Date: 01/21/94

Number of Operating Branches: 3

Date Insured: 04/01/86

Number of Operating Agencies: 0

Branch Locations: Austin

#### STATEMENT OF CONDITION - DECEMBER 31, 1996

##### ASSETS

Cash on Hand and Demand Deposits .....	01 \$	5,371,595
Securities and Investments .....	02	2,472,458
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	595,900
Mortgage Loans (Incl. MBS) .....	04	24,241,573
Other Loans .....	05	12,749,124
Real Estate Owned .....	06	273,333
Investment in Real Estate .....	07	0
Office Premises & Equipment, net .....	08	2,581,055
Investments in Subsidiary Corporations .....	09	11,920
Goodwill .....	10	105,079
Other Assets and Deferred Charges .....	11	557,978
TOTAL ASSETS .....	12 \$	<u>48,960,015</u>

##### LIABILITIES

Deposit Accounts .....	13	44,587,871
Advances from FHLB of Dallas .....	14	1,000,000
Other Borrowed Money .....	15	0
Other Liabilities .....	16	1,158,176
TOTAL LIABILITIES .....	17 \$	<u>46,746,047</u>

##### EQUITY CAPITAL

Preferred Stock .....	18	200,000
Common Stock .....	19	1,800,000
Paid-in Surplus .....	20	1,500,000
Other Capital Accounts .....	21	(369,862)
Retained Earnings .....	22	(916,170)
TOTAL EQUITY CAPITAL .....	23 \$	<u>2,213,968</u>
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24 \$	<u>48,960,015</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, William D. McKee, Kenneth T. Rosen

Charter Number: 10

Number of Authorized Branches: 2

Charter Date: 01/12/95

Number of Operating Branches: 3

Date Insured: 01/17/95

Number of Operating Agencies: 0

Branch Locations: Houston, Plano

#### STATEMENT OF CONDITION - DECEMBER 31, 1996

##### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 684,000
Securities and Investments .....	02	7,256,000
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	0
Mortgage Loans (Incl. MBS) .....	04	76,484,000
Other Loans .....	05	119,000
Real Estate Owned .....	06	100,000
Investment in Real Estate .....	07	0
Office Premises & Equipment, net .....	08	1,545,000
Investments in Subsidiary Corporations .....	09	0
Goodwill .....	10	0
Other Assets and Deferred Charges .....	11	313,000
<b>TOTAL ASSETS</b> .....	<b>12</b>	<b>\$ 86,501,000</b>

##### LIABILITIES

Deposit Accounts .....	13	75,269,000
Advances from FHLB of Dallas .....	14	0
Other Borrowed Money .....	15	0
Other Liabilities .....	16	255,000
<b>TOTAL LIABILITIES</b> .....	<b>17</b>	<b>\$ 75,524,000</b>

##### 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	752,000
<b>TOTAL EQUITY CAPITAL</b> .....	<b>23</b>	<b>\$ 10,977,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b> .....	<b>24</b>	<b>\$ 86,501,000</b>

# BRYAN

## First American Bank, SSB

Street Address: 1111 Briarcrest Dr., 77802

409/260-4300

Mail Address: P.O. Box 1033, 77805

FAX 409/846-1237

Managing Officer: William C. Atkinson, President/COO

Other Officers: Donald A. Adam, CEO; Joe G. Salvato, EVP; George A. Lea, EVP;  
Jerry Shook, EVP; Julius C. Dunlap, SVP; Ted Billington, SVP; Steve Mobley,  
SVP; Julie White, SVP; J. Kevin Byrne, SVP; Jim Smith, VP

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

Charter Number: 15

Number of Authorized Branches: 8

Charter Date: 7/25/96

Number of Operating Branches: 8

Date Insured: 2/9/89

Number of Operating Agencies: 0

Branch Locations: Bryan, Caldwell, College Station

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 33,077,679
Securities and Investments	02	60,501,879
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	514,700
Mortgage Loans (Incl. MBS)	04	234,290,974
Other Loans	05	74,037,317
Real Estate Owned	06	1,090,773
Investment in Real Estate	07	0
Office Premises & Equipment, net	08	10,569,448
Investments in Subsidiary Corporations	09	0
Goodwill	10	2,240,706
Other Assets and Deferred Charges	11	7,223,821
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$ 423,547,297</b>

#### LIABILITIES

Deposit Accounts	13	383,711,841
Advances from FHLB of Dallas	14	0
Other Borrowed Money	15	0
Other Liabilities	16	2,586,186
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$ 386,298,027</b>

#### EQUITY CAPITAL

Preferred Stock	18	0
Common Stock	19	2,800,000
Paid-in Surplus	20	21,200,000
Other Capital Accounts	21	226,234
Retained Earnings	22	13,023,036
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ 37,249,270</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$ 423,547,297</b>

## 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, John O'Malley

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

Charter Number: 4

Number of Authorized Branches: 53

Charter Date: 7/1/94

Number of Operating Branches: 53

Date Insured: 10/14/88

Number of Operating Agencies: 0

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

#### STATEMENT OF CONDITION - DECEMBER 31, 1996

ASSETS	
Cash on Hand and Demand Deposits .....	01 \$ 23,410,000
Securities and Investments .....	02 442,475,000
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03 12,678,000
Mortgage Loans (Incl. MBS) .....	04 1,445,121,000
Other Loans .....	05 101,446,000
Real Estate Owned .....	06 1,936,000
Investment in Real Estate .....	07 100,000
Office Premises & Equipment, net .....	08 20,201,000
Investments in Subsidiary Corporations .....	09 3,681,000
Goodwill .....	10 7,163,000
Other Assets and Deferred Charges .....	11 32,363,000
<b>TOTAL ASSETS .....</b>	<b>12 \$ 2,090,574,000</b>
LIABILITIES	
Deposit Accounts .....	13 1,593,932,000
Advances from FHLB of Dallas .....	14 97,775,000
Other Borrowed Money .....	15 165,904,000
Other Liabilities .....	16 66,505,000
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ 1,924,116,000</b>
EQUITY CAPITAL	
Preferred Stock .....	18 -
Common Stock .....	19 240,000
Paid-in Surplus .....	20 51,295,000
Other Capital Accounts .....	21 (2,923,000)
Retained Earnings .....	22 117,846,000
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ 166,458,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ 2,090,574,000</b>

## BRYAN Continued

### First Federal Savings Bank

Street Address: 2900 Texas Avenue, 77802

409/779-2900

Mail Address: P.O. Box 3758, 77805

FAX 409/779-1539

Managing Officer: Stan Stephen, President

Other Officers: George Koenig, EVP/Operations; Mary L. Hegar, SVP/CFO; Oleta Shaw, VP/Manager of Mortgage Lending; Tommy Nierdieck, VP/Manager of Consumer Lending; Charlie Neelley, Secretary

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

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, 1996

ASSETS	(IN THOUSANDS)
Cash on Hand and Demand Deposits .....	01 \$ 3,150
Securities and Investments .....	02 0
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03 857
Mortgage Loans (Incl. MBS) .....	04 40,538
Other Loans .....	05 13,332
Real Estate Owned .....	06 615
Investment in Real Estate .....	07 0
Office Premises & Equipment, net .....	08 928
Investments in Subsidiary Corporations .....	09 0
Goodwill .....	10 0
Other Assets and Deferred Charges .....	11 589
TOTAL ASSETS .....	12 \$ 60,009
<b>LIABILITIES</b>	
Deposit Accounts .....	13 53,214
Advances from FHLB of Dallas .....	14 1,500
Other Borrowed Money .....	15 0
Other Liabilities .....	16 854
TOTAL LIABILITIES .....	17 \$ 55,568
<b>EQUITY CAPITAL</b>	
Preferred Stock .....	18 1
Common Stock .....	19 2
Paid-in Surplus .....	20 2,743
Other Capital Accounts .....	21 0
Retained Earnings .....	22 1,695
TOTAL EQUITY CAPITAL .....	23 \$ 4,441
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24 \$ 60,009

# 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, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 6,630,079
Securities and Investments .....	02	6,628,881
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	516,800
Mortgage Loans (Incl. MBS) .....	04	69,189,742
Other Loans .....	05	16,451,854
Real Estate Owned .....	06	110,019
Investment in Real Estate .....	07	0
Office Premises & Equipment, net .....	08	1,165,694
Investments in Subsidiary Corporations .....	09	0
Goodwill .....	10	0
Other Assets and Deferred Charges .....	11	827,894
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 101,520,963</b>

#### LIABILITIES

Deposit Accounts .....	13	92,216,649
Advances from FHLB of Dallas .....	14	0
Other Borrowed Money .....	15	0
Other Liabilities .....	16	1,349,508
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 93,566,157</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	0
Common Stock .....	19	731,899
Paid-in Surplus .....	20	398,007
Other Capital Accounts .....	21	0
Retained Earnings .....	22	6,824,900
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 7,954,806</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 101,520,963</b>

# COLLEGE STATION

## Homestead Bank, SSB

Street Address: 2553 Texas Ave. South, 77840

409/693-1063

Mail Address: P.O. Box 10280, 77842

FAX 409/764-3049

Managing Officer: Gem B. Childress, CEO

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

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

Charter Number: 11

Number of Authorized Branches: 1

Charter Date: 12/11/73

Number of Operating Branches: 1

Date Insured: 09/22/76

Number of Operating Agencies: 0

Branch Locations: Bryan

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 2,509,735
Securities and Investments .....	02	9,018,986
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	250,000
Mortgage Loans (Incl. MBS) .....	04	<u>14,535,686</u>
Other Loans .....	05	<u>2,696,560</u>
Real Estate Owned .....	06	<u>235,492</u>
Investment in Real Estate .....	07	-0-
Office Premises & Equipment, net .....	08	<u>1,114,205</u>
Investments in Subsidiary Corporations .....	09	-0-
Goodwill .....	10	-0-
Other Assets and Deferred Charges .....	11	<u>445,529</u>
<b>TOTAL ASSETS</b> .....	12	<u>\$ 30,806,193</u>

#### LIABILITIES

Deposit Accounts .....	13	<u>26,208,763</u>
Advances from FHLB of Dallas .....	14	<u>2,350,000</u>
Other Borrowed Money .....	15	-0-
Other Liabilities .....	16	<u>57,748</u>
<b>TOTAL LIABILITIES</b> .....	17	<u>\$ 28,616,511</u>

#### EQUITY CAPITAL

Preferred Stock .....	18	-0-
Common Stock .....	19	<u>943,530</u>
Paid-in Surplus .....	20	<u>323,897</u>
Other Capital Accounts .....	21	-0-
Retained Earnings .....	22	<u>922,255</u>
<b>TOTAL EQUITY CAPITAL</b> .....	23	<u>\$ 2,189,682</u>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b> .....	24	<u>\$ 30,806,193</u>



# 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, 1998

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$	<u>40,368</u>
Securities and Investments .....	02	<u>254,490</u>
Stock in Federal Home Loan Bank .....	03	<u>          </u>
Mortgage Loans (Incl. MBS) .....	04	<u>615,506</u>
Other Loans .....	05	<u>278,132</u>
Real Estate Owned .....	06	<u>          </u>
Investment in Real Estate .....	07	<u>          </u>
Office Premises & Equipment, net .....	08	<u>25,968</u>
Investments in Subsidiary Corporations .....	09	<u>          </u>
Goodwill .....	10	<u>22,811</u>
Other Assets and Deferred Charges .....	11	<u>53,555</u>
TOTAL ASSETS .....	12 \$	<u>1,290,930</u>

#### LIABILITIES

Deposit Accounts .....	13	<u>994,143</u>
Advances from FHLB of Dallas .....	14	<u>161,500</u>
Other Borrowed Money .....	15	<u>2,516</u>
Other Liabilities .....	16	<u>52,234</u>
TOTAL LIABILITIES .....	17 \$	<u>1,210,393</u>

#### EQUITY CAPITAL

Preferred Stock .....	18	<u>          </u>
Common Stock .....	19	<u>1</u>
Paid-in Surplus .....	20	<u>68,499</u>
Other Capital Accounts .....	21	<u>(2,089)</u>
Retained Earnings .....	22	<u>14,126</u>
TOTAL EQUITY CAPITAL .....	23 \$	<u>80,537</u>
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24 \$	<u>1,290,930</u>

# CUERO

## Cuero Federal Savings and Loan Association

Street Address: 218 N. Gonzales St., 77954

512/275-2345

Mail Address: P.O. Box 808, 77954

FAX 512/275-6146

Managing Officer: William E. Howard, President

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

Board of Directors: E.T. Summers, Jr., Chairman, Frank B. Sheppard, Lester E. Frers, Kenneth Stimson, Barry 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, 1996

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 2,884,482
Securities and Investments	02	25,556,169
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,531,900
Mortgage Loans (Incl. MBS)	04	123,965,227
Other Loans	05	6,572,968
Real Estate Owned	06	23,709
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	1,809,367
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	712,274
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$ 163,056,096</b>

#### LIABILITIES

Deposit Accounts	13	135,679,652
Advances from FHLB of Dallas	14	14,132,891
Other Borrowed Money	15	-0-
Other Liabilities	16	910,055
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$ 150,722,598</b>

#### EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	-0-
Paid-in Surplus	20	-0-
Other Capital Accounts	21	(265,275)
Retained Earnings	22	12,599,273
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ 12,333,498</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$ 163,056,096</b>

# DALHART

## Dalhart Federal Savings and Loan Association

Street Address: 502 Denrock Ave., 79022

806/249-8561

Mail Address: P.O. Box 950, 79022

Managing Officer: Duane R. Brewer, President

Other Officers: Michael W. Clayton, SVP; Myron Grantham, SVP; Terri A. Hein, VP;  
Ronnie Welch, VP; Janice Lovelady, VP; Cari Stanley, VP; John D. Plunk,  
Secretary

Board of Directors: Duane R. Brewer, William A. Cunningham, Gary C. Finch,  
Donald E. Gilbert, W. Joe Wells, Earl L. Wilbur

Charter Number: 547

Number of Authorized Branches: 1

Charter Date: 09/18/34

Number of Operating Branches: 1

Date Insured: 11/26/34

Number of Operating Agencies: 0

Branch Locations: Dumas

### STATEMENT OF CONDITION - DECEMBER 31, 1996

(Thousands)

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$	1,805
Securities and Investments .....	02	7,983
Stock in Federal Home Loan Bank .....	03	
Mortgage Loans (Incl. MBS) .....	04	55,715
Other Loans .....	05	1,855
Real Estate Owned .....	06	
Investment in Real Estate .....	07	201
Office Premises & Equipment, net .....	08	1,084
Investments in Subsidiary Corporations .....	09	
Goodwill .....	10	
Other Assets and Deferred Charges .....	11	831
<b>TOTAL ASSETS .....</b>	<b>12 \$</b>	<b>69,574</b>

#### LIABILITIES

Deposit Accounts .....	13	54,392
Advances from FHLB of Dallas .....	14	9,790
Other Borrowed Money .....	15	
Other Liabilities .....	16	481
<b>TOTAL LIABILITIES .....</b>	<b>17 \$</b>	<b>64,663</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	
Common Stock .....	19	
Paid-In Surplus .....	20	
Other Capital Accounts .....	21	
Retained Earnings .....	22	4,911
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$</b>	<b>4,911</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$</b>	<b>69,574</b>

# DALLAS

## 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, VP; Tim Fults, Secretary

Board of Directors: Andrew Beal, Chairman, Susan Dunn Arnold, Lawrence Blanton,

Mike Eastland, David Farmer, Tim Fults, David Goldstein, Bernard Weinstein,

David Meek

Charter Number: 8

Number of Authorized Branches: 2

Charter Date: 11/30/94

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, 1996

#### ASSETS

Cash on Hand and Demand Deposits . . . . .	01	\$	<u>72,136,000</u>
Securities and Investments . . . . .	02		<u>0</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank . . . . .	03		<u>9,618,000</u>
Mortgage Loans (Incl. MBS) . . . . .	04		<u>1,133,403,000</u>
Other Loans . . . . .	05		<u>25,246,000</u>
Real Estate Owned . . . . .	06		<u>39,963,000</u>
Investment in Real Estate . . . . .	07		<u>51,387,000</u>
Office Premises & Equipment, net . . . . .	08		<u>6,715,000</u>
Investment in Subsidiary Corporations . . . . .	09		<u>3,500,000</u>
Goodwill . . . . .	10		<u>0</u>
Other Assets and Deferred Charges . . . . .	11		<u>27,176,000</u>
<b>TOTAL ASSETS . . . . .</b>	<b>12</b>	<b>\$</b>	<b><u>1,369,144,000</u></b>

#### LIABILITIES

Deposit Accounts . . . . .	13	<u>1,065,810,000</u>	
Advances from FHLB of Dallas . . . . .	14	<u>146,000,000</u>	
Other Borrowed Money . . . . .	15	<u>0</u>	
Other Liabilities . . . . .	16	<u>19,111,000</u>	
<b>TOTAL LIABILITIES . . . . .</b>	<b>17</b>	<b>\$</b>	<b><u>1,230,921,000</u></b>

#### 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>709,000</u>	
Retained Earnings . . . . .	22	<u>88,224,000</u>	
<b>TOTAL EQUITY CAPITAL . . . . .</b>	<b>23</b>	<b>\$</b>	<b><u>138,223,000</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL . . . . .</b>	<b>24</b>	<b>\$</b>	<b><u>1,369,144,000</u></b>

## DALLAS Continued

### Bluebonnet Savings Bank, FSB

Street Address: 8150 N. Central Expwy., 75206

214/443-9000

Mail Address: 8150 N. Central Expwy., 75206

Managing Officer: Bryce Fowler, President/CFO

Other Officers: Howard R. Neff, CEO; R. Brad Oates, Vice-Chairman; Monte

McDaniel, EVP; Anna Dolak, EVP/Secretary; Hal Jones, SVP; Joe Simanek,

EVP/Treasurer; Cathy Cox, President, Bluebonnet Home Mortgage Corporation

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, 1996  
(DOLLARS IN THOUSANDS)

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$	<u>2,948</u>
Securities and Investments .....	02	<u>220,070</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	<u>28,555</u>
Mortgage Loans (Incl. MBS) .....	04	<u>2,946,672</u>
Other Loans .....	05	<u>669</u>
Real Estate Owned .....	06	<u>638</u>
Investment in Real Estate .....	07	<u>1,383</u>
Office Premises & Equipment, net .....	08	<u>886</u>
Investments in Subsidiary Corporations .....	09	<u>420</u>
Goodwill .....	10	<u>103</u>
Other Assets and Deferred Charges .....	11	<u>22,672</u>
TOTAL ASSETS .....	12 \$	<u>3,225,016</u>

#### LIABILITIES

Deposit Accounts .....	13	<u>691,625</u>
Advances from FHLB of Dallas .....	14	<u>562,130</u>
Other Borrowed Money .....	15	<u>1,682,119</u>
Other Liabilities .....	16	<u>20,057</u>
TOTAL LIABILITIES .....	17 \$	<u>2,955,931</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>1,603</u>
Retained Earnings .....	22	<u>147,482</u>
TOTAL EQUITY CAPITAL .....	23 \$	<u>269,085</u>
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24 \$	<u>3,225,016</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

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

Charter Number: 8534

Number of Authorized Branches: 112

Charter Date: 09/30/88

Number of Operating Branches: 112

Date Insured: 09/30/88

Number of Operating Agencies: 0

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

STATEMENT OF CONDITION - DECEMBER 31, 1996

ASSETS	
Cash on Hand and Demand Deposits	01 \$ 99,125
Securities and Investments	02 398,787
Stock in Federal Home Loan Bank	03 52,588
Mortgage Loans (Incl. MBS)	04 7,895,324
Other Loans	05 428,723
Real Estate Owned	06 11,455
Investment in Real Estate	07
Office Premises & Equipment net	08 78,231
Investments in Subsidiary Corporations	09
Goodwill	10 9,124
Other Assets and Deferred Charges	11 261,164
<b>TOTAL ASSETS</b>	<b>12 \$ 9,034,531</b>
LIABILITIES	
Deposit Accounts	13 6,481,050
Advances from FHLB of Dallas	14 1,032,824
Other Borrowed Money	15 906,852
Other Liabilities	16 38,406
<b>TOTAL LIABILITIES</b>	<b>17 \$ 8,528,932</b>
EQUITY CAPITAL	
Preferred Stock	18
Common Stock	19 11
Paid-in Surplus	20 342,029
Other Capital Accounts	21 (8,058)
Retained Earnings	22 171,518
<b>TOTAL EQUITY CAPITAL</b>	<b>23 \$ 505,499</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24 \$ 9,034,531</b>

## DALLAS Continued

### Mercantile Bank and Trust, FSB

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

214/368-7068

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

FAX 214/368-3202

Managing Officer: L. Wayne Christensen, President

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

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

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

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

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

Charter Number: 581

Number of Authorized Branches: 1

Charter Date: 12/23/83

Number of Operating Branches: 1

Date Insured: 06/12/85

Number of Operating Agencies: 0

Branch Locations: Dallas

#### STATEMENT OF CONDITION - DECEMBER 31, 1996

##### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 1,789,169
Securities and Investments .....	02	-0-
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	1,505,900
Mortgage Loans (Incl. MBS) .....	04	134,016,820
Other Loans .....	05	1,901,193
Real Estate Owned .....	06	63,160
Investment in Real Estate .....	07	-0-
Office Premises & Equipment, net .....	08	170,478
Investments in Subsidiary Corporations .....	09	(67,277)
Goodwill .....	10	54,976
Other Assets and Deferred Charges .....	11	2,888,556
TOTAL ASSETS .....	12	<u>\$142,322,973</u>

##### LIABILITIES

Deposit Accounts .....	13	114,580,462
Advances from FHLB of Dallas .....	14	18,000,000
Other Borrowed Money .....	15	-0-
Other Liabilities .....	16	897,273
TOTAL LIABILITIES .....	17	<u>\$133,477,735</u>

##### 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	(3,650,498)
TOTAL EQUITY CAPITAL .....	23	<u>\$8,845,238</u>
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24	<u>\$142,322,973</u>

# DENTON

## First Federal Savings Bank of North Texas

Street Address: 321 West Oak St., 76201

817/382-9676

Mail Address: P.O. Box 69, 76202

FAX 817/381-1824

Managing Officer: David V. McCay, Chairman and CEO

Other Officers: Bennie G. Snider, President; Joe Williams, EVP; G.R. Womack, COO/Longview Region; Gary G. Honerkamp, SVP/Asst. Secretary; Paul Milano, SVP/CEO; Danny Mitchell, SVP; Jake Massey, SVP; Larry Richter, SVP; Dave Gruppi, SVP; Sherry E. Millsap, SVP; Bryan Sandlin, VP; Charles Baggs, Senior Internal Auditor; Diane Slack, Corporate Secretary

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

Charter Number: 576

Number of Authorized Branches: 15

Charter Date: 09/28/34

Number of Operating Branches: 15

Date Insured: 12/20/34

Number of Operating Agencies: 0

Branch Locations: Allen, Bedford, Carthage, Decatur, Garland, Keller, Lewisville, Longview, Pilot Point, Rockwall, Rowlett, White Oak

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$12,207,607
Securities and Investments .....	02	16,668,932
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	2,635,400
Mortgage Loans (Incl. MBS) .....	04	397,359,579
Other Loans .....	05	2,739,077
Real Estate Owned .....	06	1,922,020
Investment in Real Estate .....	07	--
Office Premises & Equipment, net .....	08	5,152,569
Investments in Subsidiary Corporations .....	09	--
Goodwill .....	10	20,363,006
Other Assets and Deferred Charges .....	11	4,147,587
TOTAL ASSETS .....	12	\$63,195,777

#### LIABILITIES

Deposit Accounts .....	13	391,825,084
Advances from FHLB of Dallas .....	14	18,761,341
Other Borrowed Money .....	15	1,838,447
Other Liabilities .....	16	5,837,680
TOTAL LIABILITIES .....	17	\$418,262,552

#### EQUITY CAPITAL

Preferred Stock .....	18	--
Common Stock .....	19	10
Paid-in Surplus .....	20	40,271,807
Other Capital Accounts .....	21	76,975
Retained Earnings .....	22	4,584,433
TOTAL EQUITY CAPITAL .....	23	\$44,933,225
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24	\$463,195,777



# 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

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, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 470,224
Securities and Investments .....	02	7,922,475
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	314,700
Mortgage Loans (Incl. MBS) .....	04	25,775,096
Other Loans .....	05	1,747,614
Real Estate Owned .....	06	46,000
Investment in Real Estate .....	07	0
Office Premises & Equipment, net .....	08	147,517
Investments in Subsidiary Corporations .....	09	0
Goodwill .....	10	0
Other Assets and Deferred Charges .....	11	304,353
TOTAL ASSETS .....	12	\$ 36,727,979

#### LIABILITIES

Deposit Accounts .....	13	28,799,349
Advances from FHLB of Dallas .....	14	5,146,006
Other Borrowed Money .....	15	140,975
Other Liabilities .....	16	142,814
TOTAL LIABILITIES .....	17	\$ 34,229,144

#### EQUITY CAPITAL

Preferred Stock .....	18	0
Common Stock .....	19	231,470
Paid-in Surplus .....	20	117,592
Other Capital Accounts .....	21	(106,189)
Retained Earnings .....	22	2,255,962
TOTAL EQUITY CAPITAL .....	23	\$ 2,498,835
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24	\$ 36,727,979

# 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, VP/CFO/Secretary; Don J. Aduddell, VP; Cheryl J. Cordova, AVP/Cashier

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

Charter Number: 7433

Number of Authorized Branches: 1

Charter Date: 05/31/74

Number of Operating Branches: 1

Date Insured: 07/18/75

Number of Operating Agencies: 0

Branch Locations: Hebbronville

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 1,730,000
Securities and Investments .....	02	5,991,000
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	147,500
Mortgage Loans (Incl. MBS) .....	04	17,111,000
Other Loans .....	05	41,000
Real Estate Owned .....	06	-----
Investment in Real Estate .....	07	235,000
Office Premises & Equipment, net .....	08	-----
Investments in Subsidiary Corporations .....	09	-----
Goodwill .....	10	-----
Other Assets and Deferred Charges .....	11	71,500
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b><u>\$ 25,327,000</u></b>

#### LIABILITIES

Deposit Accounts .....	13	21,519,000
Advances from FHLB of Dallas .....	14	2,150,000
Other Borrowed Money .....	15	-----
Other Liabilities .....	16	143,000
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b><u>\$ 23,812,000</u></b>

#### EQUITY CAPITAL

Preferred Stock .....	18	-----
Common Stock .....	19	262,000
Paid-in Capital .....	20	262,000
Other Capital Accounts .....	21	-----
Retained Earnings .....	22	991,000
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b><u>\$ 1,515,000</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b><u>\$ 25,327,000</u></b>

# FORT WORTH

## Colonial Savings, F.A.

Street Address: 2600 West Freeway, 76102

817/390-2000

Mail Address: P.O. Box 2988, 76113

Managing Officer: James E. DuBose, President

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

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

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

Charter Number: 5515

Number of Authorized Branches: 6

Charter Date: 12/04/91

Number of Operating Branches: 6

Date Insured: 06/10/63

Number of Operating Agencies: 0

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

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$	<u>17,281,604</u>
Securities and Investments .....	02	<u>388,941,143</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	<u>11,690,260</u>
Mortgage Loans (Incl. MBS) .....	04	<u>228,932,413</u>
Other Loans .....	05	<u>21,123,404</u>
Real Estate Owned .....	06	<u>537,896</u>
Investment in Real Estate .....	07	<u>0</u>
Office Premises & Equipment, net .....	08	<u>7,169,007</u>
Investments in Subsidiary Corporations .....	09	<u>5,653,043</u>
Goodwill .....	10	<u>0</u>
Other Assets and Deferred Charges .....	11	<u>36,909,795</u>
TOTAL ASSETS .....	12 \$	<u>718,238,565</u>

#### LIABILITIES

Deposit Accounts .....	13	<u>435,637,524</u>
Advances from FHLB of Dallas .....	14	<u>50,666,667</u>
Other Borrowed Money .....	15	<u>133,000,000</u>
Other Liabilities .....	16	<u>17,134,404</u>
TOTAL LIABILITIES .....	17 \$	<u>636,438,595</u>

#### EQUITY CAPITAL

Preferred Stock .....	18	<u>165,000</u>
Common Stock .....	19	<u>1,003,750</u>
Paid-in Surplus .....	20	<u>17,781,134</u>
Other Capital Accounts .....	21	<u>1,997,988</u>
Retained Earnings .....	22	<u>60,852,098</u>
TOTAL EQUITY CAPITAL .....	23 \$	<u>81,799,970</u>
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24 \$	<u>718,238,565</u>

## FORT WORTH Continued

### First Command Bank

Street Address: 4100 South Hulen, 76109

817/390-2000

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

FAX 817/738-1023

Managing Officer: Sherry Sitton

Other Officers: W. David White; Roger W. Smith; Michael F. Morrison; G. Norman Coder

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

*Charter Number:* In Formation

*Number of Authorized Branches:* 1

*Charter Date:*

*Number of Operating Branches:* 1

*Date Insured:*

*Number of Operating Agencies:* 0

Branch Locations: Fort Worth

# GILMER

## Gilmer Savings Bank, FSB

Street Address: 218 W. Cass St., 75644

903/843-5525

Mail Address: P.O. Box 1808, 75644

FAX 903/843-5331

Managing Officer: Gary P. Cooper, President

Other Officers: Sheri Parish, CFO

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

Charter Number: 4879

Number of Authorized Branches: 0

Charter Date: 04/10/20

Number of Operating Branches: 0

Date Insured: 09/02/41

Number of Operating Agencies: 0

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 1,177,705
Securities and Investments	02	319,682
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	481,000
Mortgage Loans (Incl. MBS)	04	30,853,346
Other Loans	05	7,008,230
Real Estate Owned	06	
Investment in Real Estate	07	
Office Premises & Equipment, net	08	232,487
Investments in Subsidiary Corporations	09	3,453
Goodwill	10	
Other Assets and Deferred Charges	11	462,657
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$ 40,538,560</b>

#### LIABILITIES

Deposit Accounts	13	27,358,299
Advances from FHLB of Dallas	14	9,110,000
Other Borrowed Money	15	125,280
Other Liabilities	16	302,515
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$ 36,896,094</b>

#### EQUITY CAPITAL

Preferred Stock	18	
Common Stock	19	1,000
Paid-in Surplus	20	1,318,831
Other Capital Accounts	21	
Retained Earnings	22	2,322,635
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ 3,642,466</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$ 40,538,560</b>

# GRAHAM

## Graham Savings and Loan, FA

Street Address: 745 Elm St., 76450

817/549-2066

Mail Address: P.O. Box 1490, 76450

FAX 817/549-0314

Managing Officer: Troy Lambden, President

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

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

Charter Number: 515

Number of Authorized Branches: 2

Charter Date: 10/31/34

Number of Operating Branches: 2

Date Insured: 11/01/34

Number of Operating Agencies: 0

Branch Locations: Breckenridge, Graford

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$	<u>12,803,000</u>
Securities and Investments .....	02	<u>954,000</u>
Stock in Federal Home Loan Bank .....	03	
Mortgage Loans (Incl. MBS) .....	04	<u>42,130,000</u>
Other Loans .....	05	<u>1,887,000</u>
Real Estate Owned .....	06	<u>4,000</u>
Investment in Real Estate .....	07	
Office Premises & Equipment, net .....	08	<u>1,518,000</u>
Investments in Subsidiary Corporations .....	09	
Goodwill .....	10	
Other Assets and Deferred Charges .....	11	<u>2,218,000</u>
<b>TOTAL ASSETS .....</b>	<b>12 \$</b>	<b><u>61,615,000</u></b>

#### LIABILITIES

Deposit Accounts .....	13	<u>54,830,000</u>
Advances from FHLB of Dallas .....	14	<u>947,000</u>
Other Borrowed Money .....	15	
Other Liabilities .....	16	<u>809,000</u>
<b>TOTAL LIABILITIES .....</b>	<b>17 \$</b>	<b><u>56,486,000</u></b>

#### EQUITY CAPITAL

Preferred Stock .....	18	
Common Stock .....	19	<u>254,000</u>
Paid-in Surplus .....	20	<u>1,939,000</u>
Other Capital Accounts .....	21	
Retained Earnings .....	22	<u>2,936,000</u>
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$</b>	<b><u>5,129,000</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$</b>	<b><u>61,615,000</u></b>

# HENDERSON

## Henderson Federal Savings Association

Street Address: 130 N. Marshall, 75652

903/657-2577

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

FAX 903/657-4791

Managing Officer: Johnny B. Foster, President

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

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

Charter Number: 5599

Number of Authorized Branches: 0

Charter Date: 08/28/92

Number of Operating Branches: 0

Date Insured: 12/31/34

Number of Operating Agencies: 0

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 1,483,187
Securities and Investments .....	02	8,513,089
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	559,800
Mortgage Loans (Incl. MBS) .....	04	47,124,376
Other Loans .....	05	770,683
Real Estate Owned .....	06	-0-
Investment in Real Estate .....	07	-0-
Office Premises & Equipment, net .....	08	371,992
Investments in Subsidiary Corporations .....	09	-0-
Goodwill .....	10	-0-
Other Assets and Deferred Charges .....	11	103,798
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 58,926,925</b>

#### LIABILITIES

Deposit Accounts .....	13	51,068,763
Advances from FHLB of Dallas .....	14	775,000
Other Borrowed Money .....	15	-0-
Other Liabilities .....	16	346,750
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 52,990,513</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	-0-
Common Stock .....	19	-0-
Paid-in Surplus .....	20	-0-
Other Capital Accounts .....	21	122,486
Retained Earnings .....	22	5,813,926
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 5,936,412</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 58,926,925</b>

# 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, President/CEO/Chairman

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

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

Charter Number: 8558

Number of Authorized Branches: 64

Charter Date: 12/30/88

Number of Operating Branches: 64

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, Pasadena, Plano, Richardson, San Antonio, Southlake, Sugar Land, The Woodlands, Wharton

### STATEMENT OF CONDITION - DECEMBER 31, 1996

ASSETS	
Cash on Hand and Demand Deposits .....	01 \$ 132,815
Securities and Investments .....	02 647,687
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03 198,241
Mortgage Loans (Incl. MBS) .....	04 9,265,028
Other Loans .....	05 284,166
Real Estate Owned .....	06 33,169
Investment in Real Estate .....	07 ---
Office Premises & Equipment, net .....	08 38,934
Investments in Subsidiary Corporations .....	09 ---
Goodwill (NET) .....	10 --- (1)
Other Assets and Deferred Charges .....	11 438,172 (1)
<b>TOTAL ASSETS .....</b>	<b>12 \$ 11,038,212</b>
LIABILITIES	
Deposit Accounts .....	13 5,001,066
Advances from FHLB of Dallas .....	14 3,860,461
Other Borrowed Money .....	15 1,038,086
Other Liabilities .....	16 315,383
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ 10,214,996</b>
EQUITY CAPITAL	
Preferred Stock .....	18 185,500
Common Stock .....	19 28
Paid-in Surplus .....	20 221,895
Other Capital Accounts .....	21 (968)
Retained Earnings .....	22 416,761
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ 823,216</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ 11,038,212</b>

(1) Goodwill figure is not publicly released and has been included in other assets.



## HOUSTON Continued

### First Heights Bank, fsb

Street Address: 2727 North Loop West, # 150, 77008

713/802-3100

Mail Address: 2727 North Loop West, # 150, 77008

Managing Officer: Barry D. Blanton, President

Other Officers: Trula Jennings, Secretary

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

Blanton, Peter C. Staaf, 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, 1996

##### ASSETS

Cash on Hand and Demand Deposits .....	01 \$	2,577
Securities and Investments .....	02	166,585*
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	5,518
Mortgage Loans (Incl. MBS) .....	04	-
Other Loans .....	05	-
Real Estate Owned .....	06	-
Investment in Real Estate .....	07	145
Office Premises & Equipment, net .....	08	16
Investments in Subsidiary Corporations .....	09	-
Goodwill .....	10	-
Other Assets and Deferred Charges .....	11	33,115
<b>TOTAL ASSETS .....</b>	<b>12 \$</b>	<b>207,956</b>

\* Includes Notes Receivable from FSLIC Resolution Fund (FRF) of \$126,240 and Assets Covered by FRF Assistance of \$261

##### LIABILITIES

Deposit Accounts .....	13	40,125
Advances from FHLB of Dallas .....	14	19,600
Other Borrowed Money .....	15	63,880
Other Liabilities .....	16	54,548
<b>TOTAL LIABILITIES .....</b>	<b>17 \$</b>	<b>178,153</b>

##### EQUITY CAPITAL

Preferred Stock .....	18	7,500
Common Stock .....	19	1
Paid-in Surplus .....	20	44,999
Other Capital Accounts .....	21	46
Retained Earnings .....	22	(22,743)
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$</b>	<b>29,803</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$</b>	<b>207,956</b>

## 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, 1996

ASSETS

Cash on Hand and Demand Deposits .....	01	\$	18,519,000
Securities and Investments .....	02		9,302,000
Stock in Federal Home Loan Bank .....	03		21,874,000
Mortgage Loans (Incl. MBS) .....	04		2,576,705,000
Other Loans .....	05		2,398,000
Real Estate Owned .....	06		29,075,000
Investment in Real Estate .....	07		651,000
Office Premises & Equipment, net .....	08		12,363,000
Investments in Subsidiary Corporations .....	09		_____
Goodwill .....	10		_____
Other Assets and Deferred Charges .....	11		15,882,000
TOTAL ASSETS .....	12	\$	<u>2,686,769,000</u>

LIABILITIES

Deposit Accounts .....	13	\$	1,421,160,000
Advances from FHLB of Dallas .....	14		55,000,000
Other Borrowed Money .....	15		1,172,306,000
Other Liabilities .....	16		(105,258,000)
TOTAL LIABILITIES .....	17	\$	<u>2,543,208,000</u>

EQUITY CAPITAL

Preferred Stock .....	18	\$	24,860,000
Common Stock .....	19		250,000
Paid-in Surplus .....	20		30,301,000
Other Capital Accounts .....	21		_____
Retained Earnings .....	22		88,150,000
TOTAL EQUITY CAPITAL .....	23	\$	<u>143,561,000</u>
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24	\$	<u>2,686,769,000</u>

## HOUSTON Continued

### Coastal Banc sb

Street Address: 8 Greenway Plaza, Ste. 1500, 77046

713/623-2600

Mail Address: 8 Greenway Plaza, Ste. 1500, 77046

FAX 713/960-9864

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

Other Officers: John D. Bird, EVP; Cathy N. Wylie, CFO; David R. Graham, EVP;

Gary R. Garrett, EVP; Sandra Laurenson Orr, EVP; Nancy Vadasz, EVP; Linda B. Frazier, Secretary

Board of Directors: Manuel J. Mehos, Chairman, Dennis S. Frank, James C. Niver, 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, San Angelo, San Antonio, San Benito, Schulenburg, Sealy, Tomball, Victoria, Weimar, Wharton

#### STATEMENT OF CONDITION - DECEMBER 31, 1996

		Unaudited (In thousands)
<b>ASSETS</b>		
Cash on Hand and Demand Deposits.....	01	\$ 27,682
Securities and Investments.....	02	11
Stock in Federal Home Loan Bank/Federal Reserve Bank.....	03	25,971
Mortgage Loans (Include. MBS).....	04	2,634,884
Other Loans.....	05	118,028
Real Estate Owned.....	06	3,161
Investment in Real Estate.....	07	-
Office Premises & Equipment, net.....	08	14,793
Investments in Subsidiary Corporations.....	09	7,093
Goodwill.....	10	15,596
Other Assets and Deferred Charges.....	11	25,386
<b>TOTAL ASSETS.....</b>	<b>12</b>	<b>\$2,872,605</b>
<b>LIABILITIES</b>		
Deposit Accounts.....	13	1,312,741
Advances from FHLB of Dallas.....	14	409,720
Other Borrowed Money.....	15	966,987
Other Liabilities.....	16	17,732
<b>TOTAL LIABILITIES.....</b>	<b>17</b>	<b>\$2,707,180</b>
<b>EQUITY CAPITAL</b>		
Preferred Stock.....	18	73,680
Common Stock.....	19	-
Paid-in Surplus.....	20	32,454
Other Capital Accounts - Unrealized loss on securities available-for-sale.....	21	(3,103)
Retained Earnings.....	22	62,394
<b>TOTAL EQUITY CAPITAL.....</b>	<b>23</b>	<b>\$ 165,425</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL.....</b>	<b>24</b>	<b>\$2,872,605</b>

## 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, H. Campbell Wood

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

#### CONSOLIDATED STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 16,410,000
Securities and Investments .....	02	-
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	4,990,000
Mortgage Loans (Incl. MBS) .....	04	130,941,000
Other Loans .....	05	13,344,000
Real Estate Owned .....	06	638,000
Investment in Real Estate .....	07	--
Office Premises & Equipment, net .....	08	1,834,000
Investments in Subsidiary Corporations .....	09	-
Goodwill .....	10	246,000
Other Assets and Deferred Charges .....	11	1,488,000
TOTAL ASSETS .....	12	\$ 169,891,000

#### LIABILITIES

Deposit Accounts .....	13	151,475,000
Advances from FHLB of Dallas .....	14	9,400,000
Other Borrowed Money .....	15	-
Other Liabilities .....	16	1,066,000
TOTAL LIABILITIES .....	17	\$ 161,941,000

#### EQUITY CAPITAL

Preferred Stock .....	18	1,000,000
Common Stock .....	19	2,287,000
Paid-in Surplus .....	20	1,063,000
Other Capital Accounts .....	21	-
Retained Earnings .....	22	3,600,000
TOTAL EQUITY CAPITAL .....	23	\$ 7,950,000
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24	\$ 169,891,000

## HOUSTON Continued

### Liberty Savings Association

Street Address: 3501 Fannin, 77004

713/524-9093

Mail Address: P.O. Box 8345, 77288

FAX 713/529-6033

Managing Officer: H. Campbell Wood, President

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

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

Charter Number: 191

Number of Authorized Branches: 4

Charter Date: 09/15/26

Number of Operating Branches: 4

Date Insured: 08/18/37

Number of Operating Agencies: 0

Branch Locations: Houston

#### STATEMENT OF CONDITION - DECEMBER 31, 1996

##### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 7,232,655
Securities and Investments .....	02	<u>00</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	<u>517,000</u>
Mortgage Loans (Incl. MBS) .....	04	<u>67,350,289</u>
Other Loans .....	05	<u>18,062,258</u>
Real Estate Owned .....	06	<u>114,587</u>
Investment in Real Estate .....	07	<u>00</u>
Office Premises & Equipment, net .....	08	<u>848,255</u>
Investments in Subsidiary Corporations .....	09	<u>00</u>
Goodwill .....	10	<u>2,803,820</u>
Other Assets and Deferred Charges .....	11	<u>2,533,224</u>
<b>TOTAL ASSETS</b> .....	12	<b>\$ <u>99,462,088</u></b>

##### LIABILITIES

Deposit Accounts .....	13	<u>77,271,686</u>
Advances from FHLB of Dallas .....	14	<u>7,404,563</u>
Other Borrowed Money .....	15	<u>00</u>
Other Liabilities .....	16	<u>1,552,257</u>
<b>TOTAL LIABILITIES</b> .....	17	<b>\$ <u>86,228,506</u></b>

##### EQUITY CAPITAL

Preferred Stock .....	18	<u>00</u>
Common Stock .....	19	<u>335,300</u>
Paid-in Surplus .....	20	<u>7,737,349</u>
Other Capital Accounts .....	21	<u>00</u>
Retained Earnings .....	22	<u>5,160,933</u>
<b>TOTAL EQUITY CAPITAL</b> .....	23	<b>\$ <u>13,233,582</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b> .....	24	<b>\$ <u>99,462,088</u></b>

## 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; Dorel G. Vanegas, Secretary

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

Charter Number: 586

Number of Authorized Branches: 0

Charter Date: 02/01/84

Number of Operating Branches: 0

Date Insured: 01/14/85

Number of Operating Agencies: 0

Branch Locations: N/A

#### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$ 27,305,431
Securities and Investments .....	02 <u>4,869,848</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03 <u>364,000</u>
Mortgage Loans (Incl. MBS) .....	04 <u>30,772,947</u>
Other Loans .....	05 <u>3,694,668</u>
Real Estate Owned .....	06 <u>1,227,204</u>
Investment in Real Estate .....	07 <u>90,201</u>
Office Premises & Equipment, net .....	08 <u>98,038</u>
Investments in Subsidiary Corporations .....	09 <u>-0-</u>
Goodwill .....	10 <u>-0-</u>
Other Assets and Deferred Charges .....	11 <u>304,898</u>
<b>TOTAL ASSETS .....</b>	<b>12 \$ <u>68,727,235</u></b>

#### LIABILITIES

Deposit Accounts .....	13 <u>64,974,109</u>
Advances from FHLB of Dallas .....	14 <u>-0-</u>
Other Borrowed Money .....	15 <u>-0-</u>
Other Liabilities .....	16 <u>255,132</u>
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ <u>65,229,241</u></b>

#### EQUITY CAPITAL

Preferred Stock .....	18 <u>-0-</u>
Common Stock .....	19 <u>1,615,000</u>
Paid-in Surplus .....	20 <u>2,001,872</u>
Other Capital Accounts .....	21 <u>-0-</u>
Retained Earnings .....	22 <u>(118,878)</u>
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ <u>3,497,994</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ <u>68,727,235</u></b>

# JACKSONVILLE

## Jacksonville Savings and Loan Association

Street Address: Neches and Commerce, 75766

903/586-9861

Mail Address: P.O. Box 401, 75766

FAX 903/586-5044

Managing Officer: 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; 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

Charter Number: 172

Number of Authorized Branches: 5

Charter Date: 09/01/25

Number of Operating Branches: 5

Date Insured: 01/23/36

Number of Operating Agencies: 0

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

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$ 6,763,789
Securities and Investments .....	02 <u>28,381,868</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03 <u>1,765,700</u>
Mortgage Loans (Incl. MBS) .....	04 <u>164,167,598</u>
Other Loans .....	05 <u>10,206,273</u>
Real Estate Owned .....	06 <u>1,105,998</u>
Investment in Real Estate .....	07 <u>-0-</u>
Office Premises & Equipment, net .....	08 <u>3,331,828</u>
Investments in Subsidiary Corporations .....	09 <u>822,551</u>
Goodwill .....	10 <u>-0-</u>
Other Assets and Deferred Charges .....	11 <u>1,774,819</u>
<b>TOTAL ASSETS</b> .....	<b>12 \$ <u>218,320,424</u></b>

#### LIABILITIES

Deposit Accounts .....	13 <u>180,753,414</u>
Advances from FHLB of Dallas .....	14 <u>5,000,000</u>
Other Borrowed Money .....	15 <u>1,491,053</u>
Other Liabilities .....	16 <u>1,876,290</u>
<b>TOTAL LIABILITIES</b> .....	<b>17 \$ <u>189,120,757</u></b>

#### EQUITY CAPITAL

Preferred Stock .....	18 <u>-0-</u>
Common Stock .....	19 <u>18,698</u>
Paid-in Surplus .....	20 <u>15,531,737</u>
Other Capital Accounts .....	21 <u>(2,341,872)</u>
Retained Earnings .....	22 <u>15,991,104</u>
<b>TOTAL EQUITY CAPITAL</b> .....	<b>23 \$ <u>29,199,667</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b> .....	<b>24 \$ <u>218,320,424</u></b>

# LA GRANGE

## Fayette Savings Association

Street Address: 111 E. Travis, 78945

409/968-9511

Mail Address:: P.O. Box M, 78945

FAX 409/968-5410

Managing Officer: David J. Zapalac, President

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

Board of Directors: 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, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 5,766,093
Securities and Investments .....	02	<u>3,609,068</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	<u>350,300</u>
Mortgage Loans (Incl. MBS) .....	04	<u>38,167,694</u>
Other Loans .....	05	<u>6,149,786</u>
Real Estate Owned .....	06	<u>4,500</u>
Investment in Real Estate .....	07	<u>---</u>
Office Premises & Equipment, net .....	08	<u>2,171,197</u>
Investments in Subsidiary Corporations .....	09	<u>25,000</u>
Goodwill .....	10	<u>---</u>
Other Assets and Deferred Charges .....	11	<u>465,805</u>
TOTAL ASSETS .....	12	<u>\$ 56,709,443</u>

#### LIABILITIES

Deposit Accounts .....	13	<u>52,150,463</u>
Advances from FHLB of Dallas .....	14	<u>---</u>
Other Borrowed Money .....	15	<u>---</u>
Other Liabilities .....	16	<u>424,575</u>
TOTAL LIABILITIES .....	17	<u>\$ 52,575,038</u>

#### EQUITY CAPITAL

Preferred Stock .....	18	<u>---</u>
Common Stock .....	19	<u>1,437,626</u>
Paid-in Surplus .....	20	<u>2,302,558</u>
Other Capital Accounts Reserve for Decline in Market Value of Securities .....	21	<u>(95,496)</u>
Retained Earnings .....	22	<u>489,707</u>
TOTAL EQUITY CAPITAL .....	23	<u>\$ 4,134,405</u>
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24	<u>\$ 56,709,443</u>



# 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, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 2,773,030
Securities and Investments .....	02	13,459,737
Stock in Federal Home Loan Bank .....	03	1,104,900
Mortgage Loans (Incl. MBS) .....	04	16,139,142
Other Loans .....	05	5,705,299
Real Estate Owned .....	06	0
Investment in Real Estate .....	07	0
Office Premises & Equipment, net .....	08	468,113
Investments in Subsidiary Corporations .....	09	0
Goodwill .....	10	0
Other Assets and Deferred Charges .....	11	182,291
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 39,832,512</b>

#### LIABILITIES

Deposit Accounts .....	13	34,173,499
Advances from FHLB of Dallas .....	14	678,082
Other Borrowed Money .....	15	0
Other Liabilities .....	16	546,763
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 35,398,344</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	
Common Stock .....	19	
Paid-in Surplus .....	20	
Other Capital Accounts .....	21	
Retained Earnings .....	22	4,434,168
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 4,434,168</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 39,832,512</b>

# LUFKIN

## Angelina Savings Bank, FSB

Street Address: 1721 Tulane Dr., 75901

409/639-3201

Mail Address: P.O. Box 2460, 75915

FAX 409/639-2968

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

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

Board of Directors: Raymond Moore, Chairman, Lee W. Friesen, Jr., Jerry Highnote, H.J. Shands, Jr., Laurance E. 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, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$	1,763,000
Securities and Investments .....	02	7,380,000
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	216,000
Mortgage Loans (Incl. MBS) .....	04	13,537,000
Other Loans .....	05	10,161,000
Real Estate Owned .....	06	-0-
Investment in Real Estate .....	07	-0-
Office Premises & Equipment, net .....	08	844,000
Investments in Subsidiary Corporations .....	09	-0-
Goodwill .....	10	-0-
Other Assets and Deferred Charges .....	11	138,000
TOTAL ASSETS .....	12 \$	34,039,000

#### LIABILITIES

Deposit Accounts .....	13	31,120,000
Advances from FHLB of Dallas .....	14	-0-
Other Borrowed Money .....	15	-0-
Other Liabilities .....	16	285,000
TOTAL LIABILITIES .....	17 \$	31,405,000

#### 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	1,495,000
TOTAL EQUITY CAPITAL .....	23 \$	2,634,000
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24 \$	34,039,000

## LUFKIN Continued

### The Bank of East Texas, SSB

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, 1996

##### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 18,216,133
Securities and Investments .....	02	<u>10,882,191</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	<u>635,200</u>
Mortgage Loans (Incl. MBS) .....	04	<u>75,595,535</u>
Other Loans .....	05	<u>8,160,763</u>
Real Estate Owned .....	06	<u>927,782</u>
Investment in Real Estate .....	07	<u>125,746</u>
Office Premises & Equipment, net .....	08	<u>738,701</u>
Investments in Subsidiary Corporations .....	09	-0-
Goodwill .....	10	-0-
Other Assets and Deferred Charges (Includes reserve loan loss of (\$1,004,953)) ..	11	<u>842,269</u>
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ <u>116,124,320</u></b>

##### LIABILITIES

Deposit Accounts .....	13	<u>102,070,600</u>
Advances from FHLB of Dallas .....	14	<u>3,000,000</u>
Other Borrowed Money .....	15	-0-
Other Liabilities .....	16	<u>1,724,125</u>
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ <u>106,794,725</u></b>

##### 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	-0-
Retained Earnings .....	22	<u>1,548,677</u>
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ <u>9,329,595</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ <u>116,124,320</u></b>

# MINEOLA

## Mineola Federal Savings and Loan Association

(converted to Mineola Community Bank, S.S.B. effective 1/1/97)

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, 1996

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 3,323,000
Securities and Investments	02	26,195,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	485,000
Mortgage Loans (Incl. MBS)	04	51,196,000
Other Loans	05	1,669,000
Real Estate Owned	06	
Investment in Real Estate	07	32,000
Office Premises & Equipment, net	08	329,000
Investments in Subsidiary Corporations	09	189,000
Goodwill	10	
Other Assets and Deferred Charges	11	503,000
TOTAL ASSETS	12	\$ 83,921,000

#### LIABILITIES

Deposit Accounts	13	69,757,000
Advances from FHLB of Dallas	14	2,678,000
Other Borrowed Money	15	
Other Liabilities	16	475,000
TOTAL LIABILITIES	17	\$ 72,728,000

#### EQUITY CAPITAL

Preferred Stock	18	
Common Stock	19	
Paid-in Surplus	20	
Other Capital Accounts	21	[1,094,000]
Retained Earnings	22	12,287,000
TOTAL EQUITY CAPITAL	23	\$ 11,193,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 83,921,000

# 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, Ronnie Burns

Board of Directors: Nelda C. Stark, Chairman, Eunice R. Benckenstein, Malcolm E.

Dorman, Clyde V. McKee, Jr., Sidney H. Phillips, Walter G. Riedel, Ronnie Burns, Ruby Wimberley, 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, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 1,954,000
Securities and Investments .....	02	16,304,000
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	1,162,000
Mortgage Loans (Incl. MBS) .....	04	116,536,000
Other Loans .....	05	6,176,000
Real Estate Owned .....	06	32,000
Investment in Real Estate .....	07	-0-
Office Premises & Equipment, net .....	08	1,527,000
Investments in Subsidiary Corporations .....	09	-0-
Goodwill .....	10	-0-
Other Assets and Deferred Charges .....	11	1,236,000
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 144,927,000</b>

#### LIABILITIES

Deposit Accounts .....	13	129,693,000
Advances from FHLB of Dallas .....	14	-0-
Other Borrowed Money .....	15	-0-
Other Liabilities .....	16	95,000
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 129,788,000</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	-0-
Common Stock .....	19	250,000
Paid-in Surplus .....	20	-0-
Other Capital Accounts .....	21	3,029,000
Retained Earnings .....	22	11,860,000
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 15,139,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 144,927,000</b>

# PARIS

## First Federal Savings and Loan Association

Street Address: 630 Clarksville St., 75460

903/784-0881

Mail Address: P.O. Box 370, 75461

FAX 903/784-6781

Managing Officer: Richard M. Amis, President

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

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, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 1,487,458.
Securities and Investments .....	02	16,798,277.
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	_____
Mortgage Loans (Incl. MBS) .....	04	155,077,414.
Other Loans .....	05	11,281,956.
Real Estate Owned .....	06	316,691.
Investment in Real Estate .....	07	_____
Office Premises & Equipment, net .....	08	1,557,833.
Investments in Subsidiary Corporations .....	09	_____
Goodwill .....	10	_____
Other Assets and Deferred Charges .....	11	2,212,067.
TOTAL ASSETS .....	12	\$188,731,696.

#### LIABILITIES

Deposit Accounts .....	13	160,518,509.
Advances from FHLB of Dallas .....	14	12,235,000.
Other Borrowed Money .....	15	_____
Other Liabilities .....	16	2,213,754.
TOTAL LIABILITIES .....	17	\$174,967,263.

#### EQUITY CAPITAL

Preferred Stock .....	18	_____
Common Stock .....	19	_____
Paid-in Surplus .....	20	_____
Other Capital Accounts .....	21	_____
Retained Earnings .....	22	13,764,433.
TOTAL EQUITY CAPITAL .....	23	\$ 13,764,433.
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24	\$188,731,696.

# PERRYTON

## Interstate Savings and Loan Association (converted to Interstate Bank, ssb effective 1-31-97)

Street Address: 301 S. Main St., 79070

806/435-4071

Mail Address: P.O. Box 947, 79070

FAX 806/435-4153

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

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

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

Charter Number: 370

Number of Authorized Branches: 1

Charter Date: 05/09/58

Number of Operating Branches: 1

Date Insured: 02/26/59

Number of Operating Agencies: 0

Branch Locations: Spearman

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 4,634,887
Securities and Investments .....	02	2,480,860
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	302,300
Mortgage Loans (Incl. MBS) .....	04	33,156,213
Other Loans .....	05	1,199,492
Real Estate Owned .....	06	123,286
Investment in Real Estate .....	07	0
Office Premises & Equipment, net .....	08	623,724
Investments in Subsidiary Corporations .....	09	0
Goodwill .....	10	0
Other Assets and Deferred Charges .....	11	167,131
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 42,687,893</b>

#### LIABILITIES

Deposit Accounts .....	13	37,801,673
Advances from FHLB of Dallas .....	14	1,817,621
Other Borrowed Money .....	15	0
Other Liabilities .....	16	388,499
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 40,007,793</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	0
Common Stock .....	19	350,000
Paid-in Surplus .....	20	150,000
Other Capital Accounts .....	21	(13,961)
Retained Earnings .....	22	2,194,061
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 2,660,100</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 42,687,893</b>

# PITTSBURG

## Cypress Bank, Federal Savings Bank

Street Address: 120 S. Greer Blvd., 75686

903/856-6653

Mail Address: P.O. Box 849, 75686

FAX 903/856-5822

Managing Officer: Gary Y. Bicknell, President

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

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

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

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

Charter Number: 521

Number of Authorized Branches: 2

Charter Date: 03/18/76

Number of Operating Branches: 2

Date Insured: 09/27/77

Number of Operating Agencies: 0

Branch Locations: Commerce, Lone Star

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$	1,363,000
Securities and Investments .....	02	2,576,000
Stock in Federal Home Loan Bank .....	03	277,000
Mortgage Loans (Incl. MBS) .....	04	28,396,000
Other Loans .....	05	10,209,000
Real Estate Owned .....	06	33,000
Investment in Real Estate .....	07	
Office Premises & Equipment, net .....	08	381,000
Investments in Subsidiary Corporations .....	09	18,000
Goodwill .....	10	
Other Assets and Deferred Charges .....	11	147,000
<b>TOTAL ASSETS .....</b>	<b>12 \$</b>	<b>43,400,000</b>

#### LIABILITIES

Deposit Accounts .....	13	37,691,000
Advances from FHLB of Dallas .....	14	2,732,000
Other Borrowed Money .....	15	
Other Liabilities .....	16	411,000
<b>TOTAL LIABILITIES .....</b>	<b>17 \$</b>	<b>40,834,000</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	
Common Stock .....	19	976,000
Paid-in Surplus .....	20	325,000
Other Capital Accounts .....	21	
Retained Earnings .....	22	1,265,000
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$</b>	<b>2,566,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$</b>	<b>43,400,000</b>



# REFUGIO

## Olympic Savings Association

Street Address: 707 Commerce, 78377

512/526-2318

Mail Address: P.O. Drawer 1010, 78377

FAX 512/526-2310

Managing Officer: Richard Curtis, President

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

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

Charter Number: 387

Number of Authorized Branches: 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, 1996

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 1,348,008
Securities and Investments	02	5,228,293
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	244,300
Mortgage Loans (Incl. MBS)	04	19,187,115
Other Loans	05	450,823
Real Estate Owned	06	14,481
Investment in Real Estate	07	0
Office Premises & Equipment, net	08	351,498
Investments in Subsidiary Corporations	09	0
Goodwill	10	0
Other Assets and Deferred Charges	11	89,673
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$ 26,914,191</b>

#### LIABILITIES

Deposit Accounts	13	22,581,134
Advances from FHLB of Dallas	14	0
Other Borrowed Money	15	0
Other Liabilities	16	350,883
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$ 22,932,017</b>

#### EQUITY CAPITAL

Preferred Stock	18	0
Common Stock	19	254,100
Paid-in Surplus	20	52,500
Other Capital Accounts	21	0
Retained Earnings	22	3,675,574
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ 3,982,174</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$ 26,914,191</b>

# 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

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, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 21,439,000
Securities and Investments .....	02	13,733,000
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	1,906,000
Mortgage Loans (Incl. MBS) .....	04	200,848,000
Other Loans .....	05	24,139,000
Real Estate Owned .....	06	2,400,000
Investment in Real Estate .....	07	25,000
Office Premises & Equipment, net .....	08	4,491,000
Investments in Subsidiary Corporations .....	09	-0-
Goodwill .....	10	1,341,000
Other Assets and Deferred Charges .....	11	6,678,000
TOTAL ASSETS .....	12	\$ 277,000,000

#### LIABILITIES

Deposit Accounts .....	13	244,058,000
Advances from FHLB of Dallas .....	14	3,932,000
Other Borrowed Money .....	15	307,000
Other Liabilities .....	16	10,124,000
TOTAL LIABILITIES .....	17	\$ 258,421,000

#### EQUITY CAPITAL

Preferred Stock .....	18	-0-
Common Stock .....	19	9,000
Paid-in Surplus .....	20	7,204,000
Other Capital Accounts .....	21	4,813,000
Retained Earnings .....	22	6,553,000
TOTAL EQUITY CAPITAL .....	23	\$ 18,579,000
TOTAL LIABILITIES AND EQUITY CAPITAL .....	24	\$ 277,000,000

# 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, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$ 196,872,000
Securities and Investments .....	02 191,350,000
Stock in Federal Home Loan Bank .....	03 18,468,000
Mortgage Loans (Incl. MBS) .....	04 477,588,000
Other Loans .....	05 5,216,085,000
Real Estate Owned .....	06 38,000
Investment in Real Estate .....	07 469,000
Office Premises & Equipment, net .....	08 124,298,000
Investments in Subsidiary Corporations .....	09
Goodwill .....	10
Other Assets and Deferred Charges .....	11 66,739,000
<b>TOTAL ASSETS .....</b>	<b>12 \$ 6,291,907,000</b>

#### LIABILITIES

Deposit Accounts .....	13 2,458,273,000
Advances from FHLB of Dallas .....	14
Other Borrowed Money .....	15 3,118,344,000
Other Liabilities .....	16 69,460,000
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ 5,646,077,000</b>

#### 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
Retained Earnings .....	22 436,150,000
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ 645,830,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ 6,291,907,000</b>

# SAN MARCOS

## Balcones Bank, SSB

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

512/396-2468

Mail Address: P.O. Drawer 926, 78667

FAX 512/353-0478

Managing Officer: W. Chapman Bell, President

Other Officers: Wayne Becak, SVP; Ben Whitten, VP; 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, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 13,890,000
Securities and Investments .....	02	17,269,000
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	328,000
Mortgage Loans (Incl. MBS) .....	04	29,758,000
Other Loans .....	05	1,142,000
Real Estate Owned .....	06	0
Investment in Real Estate .....	07	0
Office Premises & Equipment, net .....	08	1,474,000
Investments in Subsidiary Corporations .....	09	0
Goodwill .....	10	0
Other Assets and Deferred Charges .....	11	1,763,000
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 65,624,000</b>

#### LIABILITIES

Deposit Accounts .....	13	56,268,000
Advances from FHLB of Dallas .....	14	13,000
Other Borrowed Money .....	15	0
Other Liabilities .....	16	575,000
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 56,856,000</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	0
Common Stock .....	19	6,650,000
Paid-in Surplus .....	20	2,897,000
Other Capital Accounts .....	21	(48,000)
Retained Earnings .....	22	(731,000)
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 8,768,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 65,624,000</b>

# SMITHVILLE

## Smithville Savings and Loan Association

Street Address: 312 Main St., 78957

512/237-2482

Mail Address: P.O. Box 569, 78957

800/494-2482

Managing Officer: David J. Weir, President/CEO

FAX 512/237-2484

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

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: 1

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### UNAUDITED

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 1,144,094
Securities and Investments .....	02	1,020,000
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	418,200
Mortgage Loans (Incl. MBS) .....	04	27,526,544
Other Loans .....	05	1,481,088
Real Estate Owned .....	06	16,000
Investment in Real Estate .....	07	000
Office Premises & Equipment, net .....	08	1,087,854
Investments in Subsidiary Corporations .....	09	10,055
Goodwill .....	10	000
Other Assets and Deferred Charges .....	11	314,844
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 33,018,679</b>

#### LIABILITIES

Deposit Accounts .....	13	29,984,851
Advances from FHLB of Dallas .....	14	000
Other Borrowed Money .....	15	000
Other Liabilities .....	16	375,847
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 30,360,698</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	000
Common Stock .....	19	000
Paid-in Surplus .....	20	000
Other Capital Accounts .....	21	000
Retained Earnings .....	22	2,657,981
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 2,657,981</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 33,018,679</b>

# SNYDER

## Snyder Savings and Loan Association

Street Address: 2619 College Ave., 79549

915/573-9305

Mail Address: P.O. Box 830, 79550

FAX 915/573-0235

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

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

Board of Directors: M.L. Duke, Chairman, Darryl Calley, Charles Church, John Coffman, David Cotton, J.B. Tate, Jr.

Charter Number: 356

Number of Authorized Branches: 0

Charter Date: 01/07/57

Number of Operating Branches: 0

Date Insured: 09/24/57

Number of Operating Agencies: 1

Branch Locations: N/A

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 1,410,000
Securities and Investments	02	12,388,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	722,000
Mortgage Loans (Incl. MBS)	04	30,837,000
Other Loans	05	1,776,000
Real Estate Owned	06	501,000
Investment in Real Estate	07	-0-
Office Premises & Equipment, net	08	187,000
Investments in Subsidiary Corporations	09	-0-
Goodwill	10	-0-
Other Assets and Deferred Charges	11	81,000
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$ 47,902,000</b>

#### LIABILITIES

Deposit Accounts	13	34,153,000
Advances from FHLB of Dallas	14	9,371,000
Other Borrowed Money	15	-0-
Other Liabilities	16	454,000
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$ 43,978,000</b>

#### EQUITY CAPITAL

Preferred Stock	18	-0-
Common Stock	19	300,000
Paid-in Surplus	20	-0-
Other Capital Accounts FASB	21	<9,000>
Retained Earnings	22	3,633,000
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ 3,924,000</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$ 47,902,000</b>

# SULPHUR SPRINGS

## Loan and Building State Savings Bank

Street Address: 306 N. Davis St., 75482

903/885-2121

Mail Address: P.O. Box 557, 75483

Managing Officer: C. Glynn Lowe, President

Other Officers: Dan Phillips, SVP; Linda Galligher, SVP/Secretary; Jeffrey David, VP/CFO; Norma McIlwain, VP/Treasurer

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

Charter Number: 14

Number of Authorized Branches: 4

Charter Date: 11/13/95

Number of Operating Branches: 4

Date Insured: 7/14/1938

Number of Operating Agencies: 1

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

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$ 4,462,090.
Securities and Investments .....	02 12,752,537.
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03 773,400.
Mortgage Loans (Incl. MBS) .....	04 111,605,873.
Other Loans .....	05 4,906,516.
Real Estate Owned .....	06 293,164.
Investment in Real Estate .....	07 0.
Office Premises & Equipment, net .....	08 2,256,859.
Investments in Subsidiary Corporations .....	09 0.
Goodwill .....	10 0.
Other Assets and Deferred Charges .....	11 614,037.
<b>TOTAL ASSETS .....</b>	<b>12 \$ 137,664,476.</b>

#### LIABILITIES

Deposit Accounts .....	13 104,268,411.
Advances from FHLB of Dallas .....	14 12,500,000.
Other Borrowed Money .....	15 0.
Other Liabilities .....	16 1,616,447.
<b>TOTAL LIABILITIES .....</b>	<b>17 \$ 118,384,858.</b>

#### EQUITY CAPITAL

Preferred Stock .....	18 0.
Common Stock .....	19 1.
Paid-in Surplus .....	20 15,863,765.
Other Capital Accounts .....	21 - 1,005,950.
Retained Earnings .....	22 4,421,802.
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$ 19,279,618.</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$ 137,664,476.</b>

# 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, 1996

#### ASSETS

Cash on Hand and Demand Deposits	01	\$ 410,488
Securities and Investments	02	19,031,267
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	350,600
Mortgage Loans (Incl. MBS)	04	27,276,590
Other Loans	05	699,275
Real Estate Owned	06	
Investment in Real Estate	07	110,786
Office Premises & Equipment, net	08	163,258
Investments in Subsidiary Corporations	09	135,304
Goodwill	10	
Other Assets and Deferred Charges	11	147,341
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$ 48,324,909</b>

#### LIABILITIES

Deposit Accounts	13	44,000,969
Advances from FHLB of Dallas	14	
Other Borrowed Money	15	
Other Liabilities	16	444,360
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$ 44,445,329</b>

#### EQUITY CAPITAL

Preferred Stock	18	135,304
Common Stock	19	
Paid-in Surplus	20	
Other Capital Accounts	21	
Retained Earnings	22	3,744,276
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$ 3,879,580</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$ 48,324,909</b>



# TYLER

## First Federal Savings and Loan Association

Street Address: 1200 S. Beckham, 75701

903/593-1767

Mail Address: P.O. Box 6910, 75711

FAX 903/593-1094

Managing Officer: Gerald W. Free, 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: 1

Branch Locations: Whitehouse

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits	01	\$	511,930
Securities and Investments	02		<u>35,771,369</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03		<u>962,400</u>
Mortgage Loans (Incl. MBS)	04		<u>72,518,659</u>
Other Loans	05		<u>1,082,161</u>
Real Estate Owned	06		<u>118,868</u>
Investment in Real Estate	07		<u>-0-</u>
Office Premises & Equipment, net	08		<u>953,309</u>
Investments in Subsidiary Corporations	09		<u>-0-</u>
Goodwill	10		<u>-0-</u>
Other Assets and Deferred Charges	11		<u>1,516,331</u>
TOTAL ASSETS	12	\$	<u>113,435,027</u>

#### LIABILITIES

Deposit Accounts	13		<u>94,083,784</u>
Advances from FHLB of Dallas	14		<u>-0-</u>
Other Borrowed Money	15		<u>-0-</u>
Other Liabilities	16		<u>1,524,358</u>
TOTAL LIABILITIES	17	\$	<u>95,608,142</u>

#### EQUITY CAPITAL

Preferred Stock	18		<u>-0-</u>
Common Stock	19		<u>12,151</u>
Paid-in Surplus	20		<u>5,737,848</u>
Other Capital Accounts	21		<u>(1,180,239)</u>
Retained Earnings	22		<u>13,257,125</u>
TOTAL EQUITY CAPITAL	23	\$	<u>17,826,885</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$	<u>113,435,027</u>

# VICTORIA

**South Texas Bank, ssb**

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; 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, Zac Lentz, Chairman Emeritus, Steve Hipes, Al Hogan, Celia Sexton Tate, Keith Hogan, Kay Walker, Gaylan Duncan, Joe Ford - Bank Counsel

Charter Number: 17

Number of Authorized Branches: 7

Charter Date: 12/2/96

Number of Operating Branches: 7

Date Insured: 02/10/50

Number of Operating Agencies: 1

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

**STATEMENT OF CONDITION - DECEMBER 31, 1996**

**ASSETS**

Cash on Hand and Demand Deposits .....	01	\$ 6,404,000
Securities and Investments .....	02	<u>7,268,000</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	<u>2,602,000</u>
Mortgage Loans (Incl. MBS) .....	04	<u>145,430,000</u>
Other Loans .....	05	<u>15,411,000</u>
Real Estate Owned .....	06	<u>29,000</u>
Investment in Real Estate .....	07	0
Office Premises & Equipment, net .....	08	<u>3,892,000</u>
Investments in Subsidiary Corporations .....	09	0
Goodwill .....	10	<u>2,519,000</u>
Other Assets and Deferred Charges .....	11	<u>1,984,000</u>
<b>TOTAL ASSETS</b> .....	<b>12</b>	<b>\$ <u>185,539,000</u></b>

**LIABILITIES**

Deposit Accounts .....	13	<u>164,234,000</u>
Advances from FHLB of Dallas .....	14	<u>2,500,000</u>
Other Borrowed Money .....	15	<u>2,000</u>
Other Liabilities .....	16	<u>3,366,000</u>
<b>TOTAL LIABILITIES</b> .....	<b>17</b>	<b>\$ <u>170,102,000</u></b>

**EQUITY CAPITAL**

Preferred Stock .....	18	0
Common Stock .....	19	<u>1,210,000</u>
Paid-in Surplus .....	20	<u>14,815,000</u>
Other Capital Accounts .....	21	<u>178,000</u>
Retained Earnings .....	22	<u>(766,000)</u>
<b>TOTAL EQUITY CAPITAL</b> .....	<b>23</b>	<b>\$ <u>15,437,000</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b> .....	<b>24</b>	<b>\$ <u>185,539,000</u></b>

# IRWINDALE, CA

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

Street Address: 4900 Rivergrade Rd., 91706

818/960-6311

Mail Address: 4900 Rivergrade Rd., 91706

Managing Officer: Richard H. Deihl, Chairman

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

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

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

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

Charter Number:

Number of Authorized Branches: 397

Charter Date:

Number of Operating Branches: 393

Date Insured: 05/01/41

Number of Operating Agencies: 0

**Branch Locations in Texas:** Beaumont, Bellaire, Dallas, Deer Park, Groves, Fort Worth, Houston, Humble, Irving, Nederland, North Richland Hills, Pasadena, Plano, Richardson, Spring, Sugar Land, Webster

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01 \$	<u>691,578</u>
Securities and Investments .....	02	<u>763,879</u>
Stock in Federal Home Loan Bank .....	03	<u>420,978</u>
Mortgage Loans (Incl. MBS) .....	04	<u>14,296,512</u>
Other Loans .....	05	<u>31,789,158</u>
Real Estate Owned .....	06	<u>247,577</u>
Investment in Real Estate .....	07	<u>147,851</u>
Office Premises & Equipment, net .....	08	<u>424,567</u>
Investments in Subsidiary Corporations .....	09	
Goodwill .....	10	<u>308,083</u>
Other Assets and Deferred Charges .....	11	<u>811,861</u>
<b>TOTAL ASSETS .....</b>	<b>12 \$</b>	<b><u>49,902,044</u></b>

#### LIABILITIES

Deposit Accounts .....	13	<u>34,773,945</u>
Advances from FHLB of Dallas .....	14	<u>9,549,992</u>
Other Borrowed Money .....	15	<u>2,030,529</u>
Other Liabilities .....	16	<u>966,116</u>
<b>TOTAL LIABILITIES .....</b>	<b>17 \$</b>	<b><u>47,320,582</u></b>

#### EQUITY CAPITAL

Preferred Stock .....	18	<u>14</u>
Common Stock .....	19	<u>1,195</u>
Paid-in Surplus .....	20	<u>1,112,045</u>
Other Capital Accounts .....	21	<u>(379,159)</u>
Retained Earnings .....	22	<u>1,847,367</u>
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23 \$</b>	<b><u>2,581,462</u></b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24 \$</b>	<b><u>49,902,044</u></b>

# OAKLAND, CA

## World Savings and Loan Association, FSLA

Street Address: 1901 Harrison St., 94612

510/446-6000

Mail Address: 1901 Harrison St., 94612

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

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

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

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

Judd, Russell W. Kettell, Patricia A. King, Antonia Hernandez, Maryellen B.

Cattani, Leslie Tang Schilling

Charter Number: 6717

Number of Authorized Branches: 245

Charter Date: 1912

Number of Operating Branches: 242

Date Insured: 1933

Number of Operating Agencies: 0

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

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits	01	\$	215,018
Securities and Investments	02		1,416,599
Stock in Federal Home Loan Bank/Federal Reserve Bank	03		403,060
Mortgage Loans (Incl. MBS)	04		18,387,388
Other Loans	05		22,825
Real Estate Owned	06		49,000
Investment in Real Estate	07		424
Office Premises & Equipment, net	08		188,241
Investments in Subsidiary Corporations	09		-0-
Goodwill	10		-0-
Other Assets and Deferred Charges	11		358,335
<b>TOTAL ASSETS</b>	<b>12</b>	<b>\$</b>	<b>21,040,890</b>

#### LIABILITIES

Deposit Accounts	13		9,254,062
Advances from FHLB of Dallas	14		-0-
Other Borrowed Money	15		9,721,147
Other Liabilities	16		637,767
<b>TOTAL LIABILITIES</b>	<b>17</b>	<b>\$</b>	<b>19,612,976</b>

#### EQUITY CAPITAL

Preferred Stock	18		-0-
Common Stock	19		150
Paid-in Surplus	20		233,441
Other Capital Accounts	21		93,101
Retained Earnings	22		1,101,222
<b>TOTAL EQUITY CAPITAL</b>	<b>23</b>	<b>\$</b>	<b>1,427,914</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>24</b>	<b>\$</b>	<b>21,040,890</b>

# SAN FRANCISCO, CA

## California Federal Bank, FSB

Street Address: 135 Main Street, 94105

415/904-1100

Mail Address: 135 Main Street, 94105

FAX 415/904-1157

Managing Officer: Gerald Ford, CEO

Other Officers: Carl Webb, President; Richard Terzian, CFO; Peter Thomsen, EVP;  
Walter Klein, Jr., EVP

Board of Directors: Gerald Ford, Chairman, Carl Webb, Irwin Engelman, Paul M.  
Bass, Jr., George W. Bramblett, Jr., Bob Bullock, Gabrielle K. McDonald, Ronald  
O. Perelman, Edward G. Harshfield, Howard Gittis, Lynn Schenk, Robert  
Setrakian

OTS Docket Number: 5099

Number of Authorized Branches: 228

Charter Date: 1925

Number of Operating Branches: 228

Date Insured:

Number of Operating Agencies: 0

Branch Locations in Texas: McKinney, Plano

### STATEMENT OF CONDITION - DECEMBER 31, 1996

#### ASSETS

Cash on Hand and Demand Deposits .....	01	\$ 155,654
Securities and Investments .....	02	548,010
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	03	220,962
Mortgage Loans (Incl. MBS) .....	04	13,930,535
Other Loans .....	05	317,031
Real Estate Owned .....	06	51,987
Investment in Real Estate .....	07	--
Office Premises & Equipment, net .....	08	100,164
Investments in Subsidiary Corporations .....	09	--
Goodwill .....	10	140,564
Other Assets and Deferred Charges .....	11	958,065
<b>TOTAL ASSETS .....</b>	<b>12</b>	<b>\$ 16,422,972</b>

#### LIABILITIES

Deposit Accounts .....	13	8,501,883
Advances from FHLB of Dallas .....	14	235,000
Other Borrowed Money .....	15	5,902,062
Other Liabilities .....	16	320,165
<b>TOTAL LIABILITIES .....</b>	<b>17</b>	<b>\$ 14,959,110</b>

#### EQUITY CAPITAL

Preferred Stock .....	18	300,730
Common Stock .....	19	1
Paid-in Surplus .....	20	634,850
Other Capital Accounts .....	21	46,219
Retained Earnings .....	22	482,062
<b>TOTAL EQUITY CAPITAL .....</b>	<b>23</b>	<b>\$ 1,463,862</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL .....</b>	<b>24</b>	<b>\$ 16,422,972</b>

THE UNIVERSITY OF TEXAS-PAN AMERICAN  
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