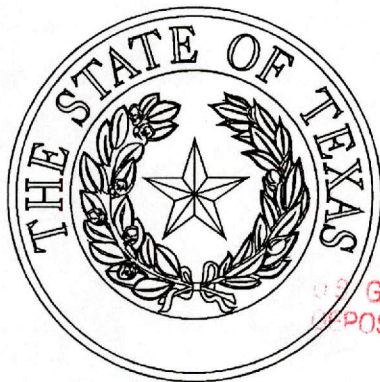


Texas Savings & Loan Department

Seventy-First Annual Report

of

Savings Institutions



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James L. Pledger

Savings & Loan Commissioner

of Texas

December 31, 1999

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Supervisory Analyst

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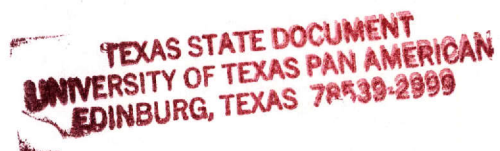


TABLE OF CONTENTS

Table I -	Number of Associations in Texas	1
Table II -	Branching in Texas - December 31, 1999	1
Table III -	Stock and Mutual Associations in Texas	2
Table IV -	Standard Metropolitan Statistical Areas	3
Table V -	Comparative Classification of Associations	4
Table VI -	Combined Statement of Condition Domestic State and Federally Chartered Associations in Texas	5
Table VII -	Combined Statement of Condition Domestic State Chartered Savings Institutions	6
Table VIII -	Combined Statement of Condition Federally Chartered Savings and Loan Associations	7
Table IX -	Total Assets of Associations in Texas by Counties	8
Table X -	Texas Associations -- By Asset Size	14
Table XI -	Texas Associations -- By Deposit Size	16
	De novo State Savings Banks	18
	Conversions to State Savings Bank	18
	State Bank Merger With State Savings Bank Survivor	18
	Federal Savings and Loan Merger With National Bank Survivor	18
	Federal Chartered Bank Mergers With Federal Thrift Survivor	18
	State Chartered Name Changes Approved	19
	Change of Control of State Savings Bank Approved	19
	Federal Chartered Home Office Relocation Approved	19
	State Chartered Purchase/Sale of Branch Offices Approved	19
	Federal Institution Purchase/Sale of Branch Offices Approved	19

State Chartered Branch Offices Approved 20

Federally Chartered Branch Offices Approved 20

Federally Chartered Branch Office Relocation Approved 21

Home Office By City 22

Index of Institutions 25

TABLE I

NUMBER OF ASSOCIATIONS IN TEXAS

TYPE OF ASSOCIATION	12/31/99	12/31/98	PERCENT CHANGE
STATE CHARTERED			
STOCK	24	23	4.3%
MUTUAL	4	3	33.3%
TOTAL STATE	28	26	7.7%
FEDERAL CHARTERED			
STOCK	20	21	-4.8%
MUTUAL	5	6	-16.7%
TOTAL FEDERAL	25	27	-7.4%
TOTAL STATE AND FEDERAL	53	53	0.0%

TABLE II

BRANCHING IN TEXAS - DECEMBER 31, 1999

TYPE CHARTER	ASSNS	BRANCHES	ASSOCIATIONS WITH BRANCHES	ASSOCIATIONS WITHOUT BRANCHES
STATE	28	335	20	8
FEDERAL	25	195	8	17
TOTAL	53	530	28	25

TABLE III

STOCK AND MUTUAL ASSOCIATIONS IN TEXAS

DECEMBER 31, 1999

TYPE OF ASSOCIATION	NO. OF ASSNS	DEPOSITS	ASSETS	LOANS	NET WORTH
STATE CHARTERED					
STOCK	24	\$7,044,459,518	\$13,118,604,343	\$8,390,050,135	\$1,152,689,495
MUTUAL	4	286,316,045	355,720,243	241,162,651	36,162,616
TOTAL STATE	28	\$7,330,775,563	\$13,474,324,586	\$8,631,212,786	\$1,188,852,111
FEDERAL CHARTERED					
STOCK	20	\$26,030,664,006	\$45,064,302,004	\$39,551,879,355	\$3,765,995,956
MUTUAL	5	338,341,148	443,928,917	376,276,993	36,980,712
TOTAL FEDERAL	25	\$26,369,005,154	\$45,508,230,921	\$39,928,156,348	\$3,802,976,668
TOTAL	53	\$33,699,780,717	\$58,982,555,507	\$48,559,369,134	\$4,991,828,779

TABLE IV

STANDARD METROPOLITAN STATISTICAL AREAS

SMSA	NO. OF ASSNS	TOTAL ASSETS	TOTAL DEPOSITS
AUSTIN	5	3,763,764,900	489,926,110
BEAUMONT-PORT ARTHUR-ORANGE	2	906,390,170	774,919,000
CORPUS CHRISTI	1	338,548,000	276,373,000
DALLAS-FORT WORTH	10	18,326,442,000	11,877,641,000
BRYAN-COLLEGE STATION	3	2,686,195,000	1,994,775,000
GALVESTON-TEXAS CITY	0	0	0
HOUSTON	6	21,435,414,000	10,861,679,000
LUBBOCK	0	0	0
MIDLAND	0	0	0
ODESSA	0	0	0
SAN ANTONIO	1	8,931,110,000	5,357,808,000
SAN ANGELO	0	0	0
TYLER	2	201,087,000	122,287,000
WICHITA FALLS	0	0	0
BROWNSVILLE-HARLINGEN-SAN BENITO	0	0	0
PANHANDLE	1	66,257,000	60,645,000
KILLEEN-TEMPLE	0	0	0
EL PASO	1	13,692,417	4,938,507
SHERMAN-DENISON	0	0	0
MCALLEN-PHARR-EDINBURG	0	0	0
ABILENE	0	0	0
LAREDO	0	0	0
LONGVIEW	0	0	0
WACO	0	0	0
TEXARKANA	0	0	0
WEST REGION	5	438,782,230	348,097,300
NORTHEAST REGION	6	783,289,680	590,532,840
SOUTHEAST REGION	6	307,981,520	255,413,480
SOUTH REGION	4	783,601,590	684,745,480
TOTALS	53	\$58,982,555,507	\$33,699,780,717

TABLE V

COMPARATIVE CLASSIFICATION OF ASSOCIATIONS
(BY ASSET SIZE)

ASSET SIZE (MILLIONS)		NO. OF ASSNS	%	TOTAL ASSETS IN SIZE GROUP	
FROM	TO				%
0	9	1	1.89%	\$3,483,849	0.01%
9	10	0	0.00%	0	0.00%
10	12	0	0.00%	0	0.00%
12	15	1	1.89%	13,692,000	0.02%
15	20	0	0.00%	0	0.00%
20	25	2	3.77%	44,429,267	0.08%
25	30	2	3.77%	53,776,000	0.09%
30	40	2	3.77%	71,995,800	0.12%
40	50	8	15.09%	343,511,968	0.58%
50	75	4	7.55%	247,746,108	0.42%
75	100	7	13.21%	609,454,591	1.03%
100	150	3	5.66%	369,362,000	0.63%
150	200	5	9.43%	881,450,263	1.49%
200	250	2	3.77%	438,333,161	0.74%
250	300	2	3.77%	582,954,000	0.99%
300	400	1	1.89%	338,548,000	0.57%
400	500	1	1.89%	443,332,000	0.75%
500	600	1	1.89%	533,499,000	0.90%
600	1,000	3	5.66%	2,261,146,500	3.83%
1,000	2,000	1	1.89%	1,426,854,000	2.42%
2,000	3,000	3	5.66%	7,603,781,000	12.89%
3,000	4,000	1	1.89%	3,530,548,000	5.99%
4,000	5,000	0	0.00%	0	0.00%
5,000	6,000	0	0.00%	0	0.00%
6,000	7,000	0	0.00%	0	0.00%
7,000	8,000	0	0.00%	0	0.00%
8,000	9,000	1	1.89%	8,931,110,000	15.14%
9,000	AND UP	2	3.77%	30,253,548,000	51.29%
TOTALS		53	100.00%	\$58,982,555,507	100.00%

TABLE VI

COMBINED STATEMENT OF CONDITION
DOMESTIC STATE AND FEDERALLY CHARTERED ASSOCIATIONS IN TEXAS
AS OF DECEMBER 31, 1999 AND DECEMBER 31, 1998

	53 ASSOCIATIONS 12/31/99	53 ASSOCIATIONS 12/31/98	INCREASE/ (DECREASE)	% CHANGE
ASSETS				
CASH ON HAND AND DEMAND DEPOSITS	\$1,280,596,066	\$1,154,990,457	\$125,605,609	10.9%
SECURITIES AND INVESTMENTS	4,582,315,885	4,275,596,828	306,719,057	7.2%
STOCK IN FEDERAL HOME LOAN BANK/FEDERAL RESERVE BANK	853,640,600	820,887,969	32,752,631	4.0%
MORTGAGE LOANS (INCLUDES MORTGAGE BACKED SECURITIES)	28,476,787,947	27,004,467,412	1,472,320,535	5.5%
FEDERAL FUNDS SOLD	594,108,920	789,233,854	(195,124,934)	-24.7%
OTHER LOANS	20,082,581,187	16,221,380,715	3,861,200,472	23.8%
REAL ESTATE OWNED	95,323,748	174,798,494	(79,474,746)	-45.5%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	51,816,172	55,551,059	(3,734,887)	-6.7%
OFFICE PREMISES & EQUIPMENT, NET	589,254,498	558,122,399	31,132,099	5.6%
INVESTMENTS IN SUBSIDIARY CORPORATIONS	17,269,811	22,687,793	(5,417,982)	-23.9%
GOODWILL	292,727,226	194,553,837	98,173,389	50.5%
OTHER ASSETS AND DEFERRED CHARGES	2,066,133,447	1,592,796,154	473,337,293	29.7%
TOTAL ASSETS	<u>\$58,982,555,507</u>	<u>\$52,865,066,971</u>	<u>\$6,117,488,536</u>	<u>11.6%</u>
LIABILITIES AND EQUITY CAPITAL				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$33,699,780,717	\$28,993,105,064	\$4,706,675,653	16.2%
ADVANCES FROM FHLB DALLAS	15,485,689,882	14,512,579,719	973,110,163	6.7%
OTHER BORROWED MONEY	4,126,923,000	3,254,456,000	872,467,000	26.8%
OTHER LIABILITIES	678,333,129	1,935,163,846	(1,256,830,717)	-64.9%
TOTAL LIABILITIES	<u>\$53,990,726,728</u>	<u>\$48,695,304,629</u>	<u>\$5,295,422,099</u>	<u>10.9%</u>
EQUITY CAPITAL:				
PREFERRED STOCK	\$297,169,000	\$296,170,902	\$998,098	0.3%
COMMON STOCK	77,340,989	65,147,769	12,193,220	18.7%
PAID-IN SURPLUS	2,288,734,928	1,917,647,553	371,087,375	19.4%
OTHER CAPITAL ACCOUNTS	97,356,087	6,178,831	91,177,256	1475.6%
RETAINED EARNINGS	2,231,227,775	1,884,617,287	346,610,488	18.4%
TOTAL EQUITY CAPITAL	<u>\$4,991,828,779</u>	<u>\$4,169,762,342</u>	<u>\$822,066,437</u>	<u>19.7%</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$58,982,555,507</u>	<u>\$52,865,066,971</u>	<u>\$6,117,488,536</u>	<u>11.6%</u>

TABLE VII

**COMBINED STATEMENT OF CONDITION
DOMESTIC STATE CHARTERED SAVINGS INSTITUTIONS
AS OF DECEMBER 31, 1999 AND DECEMBER 31, 1998**

	28 ASSOCIATIONS 12/31/99	26 ASSOCIATIONS 12/31/98	INCREASE/ (DECREASE)	% CHANGE
ASSETS				
CASH ON HAND AND DEMAND DEPOSITS	\$428,315,144	\$323,558,071	\$104,757,073	32.4%
SECURITIES AND INVESTMENTS	3,420,265,953	3,649,859,008	(229,593,055)	-6.3%
STOCK IN FEDERAL HOME LOAN BANK/FEDERAL RESERVE BANK	252,898,500	235,387,800	17,510,700	7.4%
MORTGAGE LOANS (INCLUDES MORTGAGE BACKED SECURITIES)	5,272,980,324	6,565,498,447	(1,292,518,123)	-19.7%
FEDERAL FUNDS SOLD	264,310,000	366,973,463	(102,663,463)	-28.0%
OTHER LOANS	3,358,232,462	1,259,334,556	2,098,897,906	166.7%
REAL ESTATE OWNED	52,489,477	61,658,361	(9,168,884)	-14.9%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	48,622,261	50,934,268	(2,312,007)	-4.5%
OFFICE PREMISES & EQUIPMENT, NET	127,934,959	123,257,287	4,677,672	3.8%
INVESTMENTS IN SUBSIDIARY CORPORATIONS	5,001,380	8,930,350	(3,928,970)	-44.0%
GOODWILL	85,025,000	81,596,028	3,428,972	4.2%
OTHER ASSETS AND DEFERRED CHARGES	158,249,126	142,865,581	15,383,545	10.8%
TOTAL ASSETS	\$13,474,324,586	\$12,869,853,220	\$604,471,366	4.7%
LIABILITIES AND EQUITY CAPITAL				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$7,330,775,563	\$7,320,307,277	\$10,468,286	0.1%
ADVANCES FROM FHLB DALLAS	4,807,832,031	4,232,310,655	575,521,376	13.6%
OTHER BORROWED MONEY	14,540,000	113,653,000	(99,113,000)	-87.2%
OTHER LIABILITIES	132,324,881	131,582,122	742,759	0.6%
TOTAL LIABILITIES	\$12,285,472,475	\$11,797,853,054	\$487,619,421	4.1%
EQUITY CAPITAL:				
PREFERRED STOCK	\$73,680,000	\$73,680,000	\$0	0.0%
COMMON STOCK	45,411,482	33,812,269	11,599,213	34.3%
PAID-IN SURPLUS	480,775,697	466,076,084	14,699,613	3.2%
OTHER CAPITAL ACCOUNTS	(9,580,038)	7,644,508	(17,224,546)	-225.3%
RETAINED EARNINGS	598,564,970	490,787,305	107,777,635	22.0%
TOTAL EQUITY CAPITAL	\$1,188,852,111	\$1,072,000,166	\$116,851,945	10.9%
TOTAL LIABILITIES AND EQUITY CAPITAL	\$13,474,324,586	\$12,869,853,220	\$604,471,366	4.7%

TABLE VIII

**COMBINED STATEMENT OF CONDITION
FEDERALLY CHARTERED SAVINGS AND LOAN ASSOCIATIONS
AS OF DECEMBER 31, 1999 AND DECEMBER 31, 1998**

	25 ASSOCIATIONS 12/31/99	27 ASSOCIATIONS 12/31/98	INCREASE/ (DECREASE)	% CHANGE
ASSETS				
CASH ON HAND AND DEMAND DEPOSITS	\$852,280,922	\$831,432,386	\$20,848,536	2.5%
SECURITIES AND INVESTMENTS	1,162,049,932	625,737,820	536,312,112	85.7%
STOCK IN FEDERAL HOME LOAN BANK/FEDERAL RESERVE BANK	600,742,100	585,500,169	15,241,931	2.6%
MORTGAGE LOANS (INCLUDES MORTGAGE BACKED SECURITIES)	23,203,807,623	20,438,968,965	2,764,838,658	13.5%
FEDERAL FUNDS SOLD	329,798,920	422,260,391	(92,461,471)	-21.9%
OTHER LOANS	16,724,348,725	14,962,046,159	1,762,302,566	11.8%
REAL ESTATE OWNED	42,834,271	113,140,133	(70,305,862)	-62.1%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	3,193,911	4,616,791	(1,422,880)	-30.8%
OFFICE PREMISES & EQUIPMENT, NET	461,319,539	434,865,112	26,454,427	6.1%
INVESTMENTS IN SUBSIDIARY CORPORATIONS	12,268,431	13,757,443	(1,489,012)	-10.8%
GOODWILL	207,702,226	112,957,809	94,744,417	83.9%
OTHER ASSETS AND DEFERRED CHARGES	1,907,884,321	1,449,930,573	457,953,748	31.6%
TOTAL ASSETS	\$45,508,230,921	\$39,995,213,751	\$5,513,017,170	13.8%
LIABILITIES AND EQUITY CAPITAL				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$26,369,005,154	\$21,672,797,787	\$4,696,207,367	21.7%
ADVANCES FROM FHLB DALLAS	10,677,857,851	10,280,269,064	397,588,787	3.9%
OTHER BORROWED MONEY	4,112,383,000	3,140,803,000	971,580,000	30.9%
OTHER LIABILITIES	546,008,248	1,803,581,724	(1,257,573,476)	-69.7%
TOTAL LIABILITIES	\$41,705,254,253	\$36,897,451,575	\$4,807,802,678	13.0%
EQUITY CAPITAL:				
PREFERRED STOCK	\$223,489,000	\$222,490,902	\$998,098	0.4%
COMMON STOCK	31,929,507	31,335,500	594,007	1.9%
PAID-IN SURPLUS	1,807,959,231	1,451,571,469	356,387,762	24.6%
OTHER CAPITAL ACCOUNTS	106,936,125	(1,465,677)	108,401,802	-7396.0%
RETAINED EARNINGS	1,632,662,805	1,393,829,982	238,832,823	17.1%
TOTAL EQUITY CAPITAL	\$3,802,976,668	\$3,097,762,176	\$705,214,492	22.8%
TOTAL LIABILITIES AND EQUITY CAPITAL	\$45,508,230,921	\$39,995,213,751	\$5,513,017,170	13.8%

TABLE IX

TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES

DECEMBER 31, 1999

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
ANDERSON	48,024	0	0	\$0
ANDREWS	14,338	0	0	0
ANGELINA	69,884	0	1	41,264,000
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	42,828,000
BAYLOR	4,385	0	0	0
BEE	25,135	0	0	0
BELL	191,088	0	0	0
BEXAR	1,185,394	0	1	8,931,110,000
BLANCO	5,972	0	0	0
BORDEN	799	0	0	0
BOSQUE	15,125	0	0	0
BOWIE	81,665	0	0	0
BRAZORIA	191,707	0	0	0
BRAZOS	121,862	2	1	2,686,195,000
BREWSTER	8,681	0	0	0
BRISCOE	1,971	0	0	0
BROOKS	8,204	0	1	48,763,000
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	56,613,000
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	292,786,000
CHILDRESS	5,953	0	0	0
CLAY	10,024	0	0	0
COCHRAN	4,377	0	0	0
COKE	3,424	0	0	0
COLEMAN	9,710	0	0	0
COLLIN	264,036	0	0	0
COLLINGSWORTH	3,573	0	0	0

TABLE IX

TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES

DECEMBER 31, 1999

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	78,249,000
DALLAS	1,852,810	2	3	17,129,096,304
DAWSON	14,349	0	0	0
DEAF SMITH	19,153	0	0	0
DELTA	4,857	0	0	0
DENTON	273,525	0	0	0
DEWITT	18,840	1	0	176,138,593
DICKENS	2,571	0	0	0
DIMITT	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	1	0	13,692,000
ERATH	27,991	0	0	0
FALLS	17,712	0	0	0
FANNIN	24,804	0	0	0
FAYETTE	20,095	1	0	58,992,586
FISHER	4,842	0	0	0
FLOYD	8,497	0	0	0
FOARD	1,794	0	0	0
FORT BEND	225,421	0	0	0
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, 1999

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	1	5	21,435,414,000
HARRISON	57,483	0	0	0
HARTLEY	3,634	0	0	0
HASKELL	6,820	0	0	0
HAYS	65,614	1	0	85,110,000
HEMPHILL	3,720	0	0	0
HENDERSON	58,543	0	0	0
HIDALGO	383,545	0	0	0
HILL	27,146	0	0	0
HOCKLEY	24,199	0	0	0
HOOD	28,981	0	0	0
HOPKINS	28,833	0	0	0
HOUSTON	21,375	0	0	0
HOWARD	32,343	0	0	0
HUDSPETH	2,915	0	0	0
HUNT	64,343	0	0	0
HUTCHINSON	25,689	0	0	0
IRION	1,629	0	0	0
JACK	6,981	0	0	0
JACKSON	13,039	1	0	44,363,084
JASPER	31,102	0	0	0
JEFF DAVIS	1,946	0	0	0
JEFFERSON	239,397	1	0	735,237,000
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	1	0	43,542,650
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, 1999

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	236,411,161
LAMB	15,072	0	1	40,470,234
LAMPASAS	13,521	0	0	0
LA SALLE	5,254	0	0	0
LAVACA	18,690	0	0	0
LEE	12,854	0	0	0
LEON	12,665	1	0	3,483,849
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	1	0	41,360,000
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, 1999

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
NOLAN	16,594	0	0	\$0
NUECES	291,145	0	1	338,548,000
OCHILTREE	9,128	1	0	66,257,000
OLDHAM	2,278	0	0	0
ORANGE	80,509	1	0	171,153,166
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	25,201,000
ROBERTS	1,025	0	0	0
ROBERTSON	15,511	0	0	0
ROCKWALL	25,604	0	0	0
RUNNELS	11,294	0	0	0
RUSK	43,735	0	1	65,883,522
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	40,921,000
SHACKELFORD	3,316	0	0	0
SHELBY	22,034	1	0	117,050,000
SHERMAN	2,858	0	0	0
SMITH	151,309	0	1	159,727,000
SOMERVELL	5,360	0	0	0
STARR	40,518	0	0	0
STEPHENS	9,010	0	0	0
STERLING	1,438	0	0	0
STONEWALL	2,013	0	0	0
SUTTON	4,135	0	0	0
SWISHER	8,133	0	0	0
TARRANT	1,170,103	0	4	1,153,803,500

TABLE IX

TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES
DECEMBER 31, 1999

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	4	0	3,678,654,858
TRINITY	11,445	0	0	0
TYLER	16,646	0	0	0
UPSHUR	31,370	0	1	38,385,000
UPTON	4,447	0	0	0
UVALDE	23,340	0	0	0
VAL VERDE	38,721	1	0	201,922,000
VAN ZANDT	37,944	0	0	0
VICTORIA	74,361	1	0	533,499,000
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	1	0	93,211,000
YOAKUM	8,786	0	0	0
YOUNG	18,126	0	1	77,220,000
ZAPATA	9,279	0	0	0
ZAVALA	12,162	0	0	0
TOTALS	16,986,510	28	25	\$58,982,555,507

** 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, 1999

RANK	ASSOCIATION/CITY	ASSETS IN MILLIONS		RANK
		1999	1998	
1	BANK UNITED, HOUSTON	\$17,269.2	\$14,791.5	1
2	GUARANTY FEDERAL BANK, FSB, HOUSTON	12,984.3	12,055.1	2
3	USAA FEDERAL SAVINGS BANK, SAN ANTONIO	8,931.1	7,184.4	3
4	WORLD SAVINGS BANK, SSB, AUSTIN	3,530.5	3,519.0	4
5	COASTAL BANC <i>ssb</i> , HOUSTON	2,947.4	2,979.7	5
6	BLUEBONNET SAVINGS BANK, F.S.B., DALLAS	2,498.7	1,839.7	7
7	FIRST AMERICAN BANK TEXAS, SSB, BRYAN	2,157.7	2,011.6	6
8	BEAL BANK, SSB, DALLAS	1,426.9	1,346.6	8
9	GUARDIAN SAVINGS AND LOAN ASSN., HOUSTON	831.1	577.5	12
10	COMMUNITY BANK AND TRUST, SSB, BEAUMONT	735.2	714.7	9
11	COLONIAL SAVINGS, F.A., FORT WORTH	694.9	708.9	10
12	FIRSTCAPITAL BANK, <i>ssb</i> , VICTORIA	533.5	265.0	16
13	FIRST AMERICAN BANK, SSB, BRYAN	443.3	419.2	13
14	PACIFIC SOUTHWEST BANK, CORPUS CHRISTI	338.5	698.8	11
15	JACKSONVILLE SAVINGS BANK, SSB, JACKSONVILLE	292.8	260.2	17
16	FIRST SAVINGS BANK, ARLINGTON	290.2	270.1	15
17	FIRST FEDERAL SAVINGS & LOAN ASSN., PARIS	236.4	214.9	19
18	THE BANK & TRUST, SSB, DEL RIO	201.9	185.6	20
19	HOUSTON SAVINGS BANK, <i>fsb</i> , HOUSTON	188.8	223.7	18
20	MERCANTILE BANK & TRUST, FSB, DALLAS	185.6	139.6	23
21	CUERO STATE BANK, <i>s.s.b.</i> , CUERO	176.1	178.2	21
22	ORANGE SAVINGS BANK, <i>ssb</i> , ORANGE	171.2	164.0	22
23	FIRST FEDERAL SAVINGS & LOAN ASSN., TYLER	159.7	130.7	24
24	FIRST COMMAND BANK, FORT WORTH	145.9	108.0	26
25	SHELBY SAVINGS BANK, SSB, CENTER	117.1	116.3	25
26	PREFERRED BANK, HOUSTON	106.4	83.4	30
27	LIBERTY BANK, SSB, AUSTIN	98.0	63.5	36

TABLE X

TEXAS ASSOCIATIONS--BY ASSET SIZE
DECEMBER 31, 1999

RANK	ASSOCIATION/CITY	ASSETS IN MILLIONS		RANK
		1999	1998	
28	MINEOLA COMMUNITY BANK, S.S.B., MINEOLA	\$93.2	\$90.9	28
29	FIRST HEIGHTS BANK, fsb, HOUSTON	92.5	89.4	29
30	FIRST FEDERAL SAVINGS BANK, BRYAN	85.1	83.1	31
31	BALCONES BANK, SSB, SAN MARCOS	85.1	65.7	34
32	DALHART FEDERAL SAVINGS & LOAN ASSN., DALHART	78.2	73.0	32
33	GRAHAM SAVINGS & LOAN, F.A., GRAHAM	77.2	67.0	33
34	INTERSTATE BANK, ssb, PERRYTON	66.3	63.7	35
35	HENDERSON FEDERAL SAVINGS ASSOC., HENDERSON	65.9	63.2	37
36	FAYETTE SAVINGS BANK, SSB, LA GRANGE	59.0	59.7	38
37	CYPRESS BANK, F.S.B., PITTSBURG	56.6	50.4	39
38	GREATER SOUTH TEXAS BANK, F.S.B., FALFURRIAS	48.8	44.7	41
39	MID-COAST SAVINGS BANK, S.S.B., EDNA	44.4	42.7	43
40	HERITAGE SAVINGS BANK, SSB, TERRELL	43.5	46.8	40
41	COMMUNITY BANK OF CENTRAL TEXAS, ssb, SMITHVILLE	42.8	39.8	48
42	SYNERGY BANK, S.S.B., WACO	41.4	40.0	47
43	ANGELINA SAVINGS BANK, FSB, LUFKIN	41.3	41.2	46
44	TEXAS SAVINGS BANK, SSB, SNYDER	40.9	44.1	42
45	FIRST FEDERAL SAVINGS & LOAN ASSN., LITTLEFIELD	40.5	41.5	45
46	GILMER SAVINGS BANK, F.S.B., GILMER	38.4	41.7	44
47	BANKDALLAS, SSB, DALLAS	33.6	29.9	49
48	FRANKLIN BANK, SSB, AUSTIN	28.6	16.7	52
49	OLYMPIC SAVINGS ASSN., REFUGIO	25.2	26.0	51
50	AFFILIATED BANK, FSB, BEDFORD	22.9	116.3	25
51	VILLAGE BANK & TRUST, SSB, LAKEWAY	21.5	NC	NC
52	CAPITAL SAVINGS BANK, s.s.b., EL PASO	13.7	NC	NC
53	TEXAS BANK, SSB, BUFFALO	3.5	NC	NC

NC = New charter or conversion

TABLE XI

TEXAS ASSOCIATIONS--BY DEPOSIT SIZE
DECEMBER 31, 1999

RANK	ASSOCIATION/CITY	DEPOSITS IN MILLIONS		RANK
		1999	1998	
1	GUARANTY FEDERAL BANK, FSB, HOUSTON	\$9,374.4	\$7,338.5	1
2	BANK UNITED, HOUSTON	8,387.7	6,308.5	2
3	USAA FEDERAL SAVINGS BANK, SAN ANTONIO	5,357.8	4,224.1	3
4	COASTAL BANC ssb, HOUSTON	1,625.9	1,705.2	4
5	FIRST AMERICAN BANK TEXAS, SSB, BRYAN	1,530.0	1,632.1	5
6	BEAL BANK, SSB, DALLAS	1,009.4	1,078.1	6
7	COMMUNITY BANK AND TRUST, SSB, BEAUMONT	624.7	639.6	7
8	GUARDIAN SAVINGS AND LOAN ASSN., HOUSTON	594.1	384.8	11
9	COLONIAL SAVINGS, F.A., FORT WORTH	476.8	516.2	10
10	FIRSTCAPITAL BANK, ssb, VICTORIA	471.0	229.4	16
11	BLUEBONNET SAVINGS BANK, F.S.B., DALLAS	448.4	554.8	9
12	FIRST AMERICAN BANK, SSB, BRYAN	391.0	383.0	12
13	WORLD SAVINGS BANK, SSB, AUSTIN	309.0	314.8	13
14	PACIFIC SOUTHWEST BANK, CORPUS CHRISTI	276.4	561.6	8
15	FIRST SAVINGS BANK, ARLINGTON	224.6	232.6	15
16	JACKSONVILLE SAVINGS BANK, SSB, JACKSONVILLE	219.6	208.3	18
17	FIRST FEDERAL SAVINGS & LOAN ASSN., PARIS	179.6	177.1	19
18	HOUSTON SAVINGS BANK, fsb, HOUSTON	170.9	208.7	17
19	THE BANK & TRUST, SSB, DEL RIO	159.6	143.3	22
20	ORANGE SAVINGS BANK, ssb, ORANGE	150.3	147.7	21
21	CUERO STATE BANK, s.s.b., CUERO	147.9	148.3	20
22	FIRST COMMAND BANK, FORT WORTH	134.7	99.0	25
23	MERCANTILE BANK & TRUST, FSB, DALLAS	127.7	104.1	23
24	SHELBY SAVINGS BANK, SSB, CENTER	99.4	100.8	24
25	LIBERTY BANK, SSB, AUSTIN	88.7	58.1	32
26	FIRST FEDERAL SAVINGS & LOAN ASSN., TYLER	86.7	89.0	26
27	PREFERRED BANK, HOUSTON	83.0	77.2	27

TABLE XI

TEXAS ASSOCIATIONS--BY DEPOSIT SIZE
DECEMBER 31, 1999

RANK	ASSOCIATION/CITY	DEPOSITS IN MILLIONS		RANK
		1999	1998	
28	FIRST FEDERAL SAVINGS BANK, BRYAN	73.7	75.3	28
29	MINEOLA COMMUNITY BANK, S.S.B., MINEOLA	\$68.3	\$70.8	30
30	GRAHAM SAVINGS & LOAN, F.A., GRAHAM	62.1	58.4	31
31	INTERSTATE BANK, ssb, PERRYTON	60.6	55.7	34
32	DALHART FEDERAL SAVINGS & LOAN ASSN., DALHART	59.1	55.9	33
33	FAYETTE SAVINGS BANK, SSB, LA GRANGE	55.1	55.6	35
34	BALCONES BANK, SSB, SAN MARCOS	51.9	52.0	37
35	HENDERSON FEDERAL SAVINGS ASSOC., HENDERSON	51.7	52.3	36
36	CYPRESS BANK, F.S.B., PITTSBURG	46.9	44.1	38
37	GREATER SOUTH TEXAS BANK, F.S.B., FALFURRIAS	45.9	42.5	39
38	HERITAGE SAVINGS BANK, SSB, TERRELL	37.8	41.9	40
39	SYNERGY BANK, S.S.B., WACO	35.6	35.3	44
40	ANGELINA SAVINGS BANK, FSB, LUFKIN	34.3	37.9	42
41	MID-COAST SAVINGS BANK, S.S.B., EDNA	34.1	35.4	43
42	FIRST FEDERAL SAVINGS & LOAN ASSN., LITTLEFIELD	34.0	34.8	46
43	TEXAS SAVINGS BANK, SSB, SNYDER	33.4	34.8	45
44	COMMUNITY BANK OF CENTRAL TEXAS, ssb, SMITHVILLE	32.4	37.1	47
45	BANKDALLAS, SSB, DALLAS	29.8	26.2	49
46	GILMER SAVINGS BANK, F.S.B., GILMER	24.4	28.3	48
47	FRANKLIN BANK, SSB, AUSTIN	23.7	12.9	52
48	OLYMPIC SAVINGS ASSN., REFUGIO	19.9	20.7	51
49	VILLAGE BANK & TRUST, SSB, LAKEWAY	16.5	NC	NC
50	AFFILIATED BANK, FSB, BEDFORD	14.0	8.2	53
51	CAPITAL SAVINGS BANK, s.s.b., EL PASO	4.9	NC	NC
52	TEXAS BANK, SSB, BUFFALO	0.2	NC	NC
53	FIRST HEIGHTS BANK, fsb, HOUSTON	0.0	39.1	41

NC = New Charter or Conversion

**ACTIVITY FOR
THRIFT INSTITUTIONS IN TEXAS**

DE NOVO STATE SAVINGS BANKS

Village Bank & Trust, S.S.B., Lakeway	7/12/99
Capital Savings Bank, s.s.b., El Paso	10/25/99

CHARTER CONVERSIONS TO STATE SAVINGS BANK

From: Snyder Savings and Loan Association, Snyder	
To: Texas Savings Bank, s.s.b., Snyder	3/30/99
From: Terrell Federal Savings and Loan Association, Terrell	
To: Heritage Savings Bank, SSB, Terrell	10/1/99

STATE BANK MERGER WITH STATE SAVINGS BANK SURVIVOR

Merger of: The Burkburnett Bank, Burkburnett	
Into: First American Bank Texas, SSB, Bryan	2/29/00

**FEDERAL SAVINGS AND LOAN MERGER
WITH NATIONAL BANK SURVIVOR**

Merger of: Fort Bend Federal Savings and Loan Association, Rosenberg	
Into: Southwest Bank of Texas, N. A., Houston	4/1/99

**FEDERAL CHARTERED BANK MERGERS
WITH FEDERAL THRIFT SURVIVOR**

Merger of: Midland American Bank, Midland	
Into: Bank United, Houston	2/12/99
Merger of: Texas Central Bank, N.A., Dallas	
Into: Bank United, Houston	8/27/99

STATE CHARTERED NAME CHANGES APPROVED

From: Hill Country Bank & Trust, SSB, Lakeway
To: Village Bank & Trust, SSB, Lakeway 7/12/99

CHANGE OF CONTROL OF STATE SAVINGS BANK APPROVED

Eagle Bancshares, Inc. approved to acquire control of
Texas Bank, SSB, Buffalo 11/2/99

**FEDERAL CHARTERED HOME OFFICE
RELOCATION APPROVED**

Affiliated Bank, FSB
From: 2000 Precinct Line Road, Hurst
To: 500 Harwood Road, Bedford 11/8/99

Pacific Southwest Bank
From: 800 North Shoreline Boulevard, Corpus Christi
To: 606 North Carancahua, Corpus Christi 10/4/99

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

Branch Offices Purchased
From: Pacific Southwest Bank (6)
By: FirstCapital Bank, sb, Victoria 9/24/99

Branch Offices Purchased
From: Pacific Southwest Bank (2)
By: FirstCapital Bank, sb, Victoria 11/19/99

**FEDERAL CHARTERED SALE
OF BRANCH OFFICES APPROVED**

Branch Office Sold
From: Pacific Southwest Bank
To: Commerce Bank, Laredo 2/19/99

STATE CHARTERED BRANCH OFFICES APPROVED

Franklin Bank, S.S.B., Austin	1/26/99
Mineola Community Bank, S.S.B., Mineola	9/15/99

FEDERALLY CHARTERED BRANCH OFFICES APPROVED

Bank United, a branch in Houston	2/22/99
Bank United, 4 branches in Arlington	3/31/99
Bank United, a branch in Baytown	3/31/99
Bank United, a branch in Buckingham	3/31/99
Bank United, 2 branches in Carrollton	3/31/99
Bank United, a branch in Cedar Hill	3/31/99
Bank United, a branch in Colleyville	3/31/99
Bank United, a branch in Coppell	3/31/99
Bank United, a branch in Dallas	3/31/99
Bank United, a branch in Denton	3/31/99
Bank United, a branch in Duncanville	3/31/99
Bank United, a branch in Euless	3/31/99
Bank United, a branch in Flower Mound	3/31/99
Bank United, 4 branches in Fort Worth	3/31/99
Bank United, a branch in Garland	3/31/99
Bank United, 6 branches in Houston	3/31/99
Bank United, a branch in Humble	3/31/99
Bank United, a branch in Irving	3/31/99
Bank United, a branch in Katy	3/31/99
Bank United, a branch in Keller	3/31/99
Bank United, a branch in Kingwood	3/31/99
Bank United, a branch in La Porte	3/31/99
Bank United, a branch in McKinney	3/31/99
Bank United, 2 branches in Mesquite	3/31/99
Bank United, a branch in Pasadena	3/31/99
Bank United, 2 branches in Plano	3/31/99
Bank United, a branch in Richardson	3/31/99
Bank United, a branch in Rockwell	3/31/99
Bank United, 3 branches in Spring	3/31/99
Bank United, a branch in Southlake	3/31/99
Bank United, a branch in Arlington	6/28/99
Bank United, a branch in Desoto	6/28/99
Bank United, a branch in Frisco	6/28/99
Bank United, a branch in Irving	6/28/99
Bank United, a branch in Plano	6/28/99
Bank United, a branch in Spring	6/28/99
Bank United, a branch in Bedford	8/23/99
Bank United, 3 branches in Houston	8/23/99
Guaranty Federal Bank, FSB, a branch in Fort Worth	8/23/99

Guaranty Federal Bank, FSB, a branch in Plano
Bank United, a branch in Houston

8/23/99
12/28/99

**FEDERALLY CHARTERED
BRANCH OFFICE RELOCATION APPROVED**

Bank United

From:	5020 San Felipe, Houston	
To:	5045 Woodway Drive, Houston	3/31/99
Guaranty Federal Bank, FSB		
From:	2001 W. Loop 281, Longview	
To:	3480 McCann Road, Longview	4/26/99
From:	5307 East Mockingbird Lane, Ste. 100, Dallas	
To:	6240 East Mockingbird Lane, Dallas	4/26/99
From:	12835 Preston Road, Ste. 207, Dallas	
To:	10703 Preston Road, Dallas	4/26/99
From:	2824 Valley View Lane, Dallas	
To:	Tom Thumb Store at 14280 Marsh Lane, Addison	8/23/99
From:	15721 Coit Road, Dallas	
To:	Tom Thumb Store at 39 Arapaho Village, Richardson	8/23/99
From:	4501 Camp Bowie Boulevard, Fort Worth	
To:	5701 Camp Bowie Boulevard, Fort Worth	8/23/99
From:	3325 Fairfield Avenue, Fort Worth	
To:	5701 Camp Bowie Boulevard, Fort Worth	8/23/99
From:	650 MacArthur Boulevard, Irving	
To:	1625 West Airport Freeway, Irving	8/23/99
From:	1711 East Central Texas Expressway, Ste. 101, Killeen	
To:	1300 East Central Texas Expressway, Killeen	11/15/99

HOME OFFICE BY CITY

ARLINGTON	First Savings Bank, A Federal Savings Bank
AUSTIN	Franklin Bank, S.S.B. Liberty Bank, SSB World Savings Bank, SSB
BEAUMONT	Community Bank and Trust, SSB
BEDFORD	Affiliated Bank, F.S.B.
BRYAN	First American Bank, SSB First American Bank Texas, SSB First Federal Savings Bank
CENTER	Shelby Savings Bank, SSB
CORPUS CHRISTI	Pacific Southwest Bank
CUERO	Cuero State Bank, s.s.b.
DALHART	Dalhart Federal Savings & Loan Association
DALLAS	BankDallas, SSB Beal Bank, SSB Bluebonnet Savings Bank, FSB Guaranty Federal Bank, F.S.B. Mercantile Bank and Trust, FSB
DEL RIO	The Bank & Trust, SSB
EDNA	Mid-Coast Savings Bank, SSB
EL PASO	Capital Savings Bank, ssb
FALFURRIAS	Greater South Texas Bank, FSB
FORT WORTH	Colonial Savings, F. A. First Command Bank
GILMER	Gilmer Savings Bank, FSB
GRAHAM	Graham Savings and Loan, F. A.

HOME OFFICE BY CITY
Continued

HENDERSON	Henderson Federal Savings Association
HOUSTON	Bank United Coastal Banc ssb First Heights Bank, fsb Guardian Savings and Loan Association, a fsa Houston Savings Bank, fsb Liberty Savings Association Preferred Bank
JACKSONVILLE	Jacksonville Savings Bank, SSB
LA GRANGE	Fayette Savings Bank, ssb
LAKEWAY	Village Bank & Trust, SSB
LITTLEFIELD	First Federal Savings and Loan Association
LUFKIN	Angelina Savings Bank, FSB
MINEOLA	Mineola Community Bank, S.S.B.
ORANGE	Orange Savings Bank, ssb
PARIS	First Federal Community Bank
PERRYTON	Interstate Bank, ssb
PITTSBURG	Cypress Bank, Federal Savings Bank
REFUGIO	Olympic Savings Association
SAN ANTONIO	USAA Federal Savings Bank
SAN MARCOS	Balcones Bank, SSB
SMITHVILLE	Community Bank of Central Texas ssb
SNYDER	Texas Savings Bank, ssb

HOME OFFICE BY CITY
Continued

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

INDEX OF INSTITUTIONS

Affiliated Bank, F.S.B.	Bedford
Angelina Savings Bank, FSB	Lufkin
Balcones Bank, SSB	San Marcos
BankDallas, SSB	Dallas
Bank United	Houston
Beal Bank, SSB	Dallas
Bluebonnet Savings Bank, FSB	Dallas
Capital Savings Bank, ssb	El Paso
Coastal Banc ssb	Houston
Colonial Savings, F. A.	Fort Worth
Community Bank and Trust, SSB	Beaumont
Community Bank of Central Texas, ssb	Smithville
Cuero State Bank, s.s.b.	Cuero
Cypress Bank, FSB	Pittsburg
Dalhart Federal S & L Association	Dalhart
Fayette Savings Association	La Grange
First American Bank, SSB	Bryan
First American Bank Texas, SSB	Bryan
FirstCapital Bank, ssb	Victoria
First Command Bank	Fort Worth
First Federal Savings Bank	Bryan
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
Franklin Bank, S.S.B.	Austin
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
Heritage Savings Bank, SSB	Terrell
Houston Savings Bank, fsb	Houston
Interstate Bank, ssb	Perryton
Jacksonville Savings Bank, SSB	Jacksonville
Liberty Bank, SSB	Austin
Liberty Savings Association	Houston
Mercantile Bank & Trust, FSB	Dallas
Mid-Coast Savings Bank, SSB	Edna
Mineola Community Bank, S.S.B.	Mineola
Olympic Savings Association	Refugio
Orange Savings Bank, ssb	Orange

INDEX OF INSTITUTIONS

Continued

Pacific Southwest Bank, FSB	Corpus Christi
Preferred Bank	Houston
Shelby Savings Bank, SSB	Center
Synergy Bank, S.S.B.	Waco
Texas Savings Bank, ssb	Snyder
The Bank & Trust, ssb	Del Rio
USAA Federal Savings Bank	San Antonio
Village Bank & Trust, SSB	Lakeway
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, SVP/Controller; Rhonda Long, SVP/Operations; Jay Gibbs, EVP/Lending; Frank Richards, SVP/Lending; Pete Callis, SVP/Lending; Al Latimer, SVP/Lending; Mike Mellott, VP/Lending; Phyllis Hecht, VP/Lending; Del Waller, SVP/Lending; Tamara Hambright, SVP/Purchase Loan Div.; Bill Eikenberry, SVP/Secondary Investments; Ron Beck, SVP/Factoring; George Bryant, SVP/Factoring; Lee Herron., SVP/Lending; Terry Bryson, SVP; Harold Patterson, SVP; Donna Haisler, VP/Asst. Controller; Bredia Starns, VP/Purchase Loan Div.; Ed Hartnett, VP/Lending; Mary Banks, AVP; Bill Mahone, AVP; Jo Ann Foster, AVP; Alicia Whitlock, AVP; Pat Andreoni, AVP

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

Charter Number: 4616

Number of Authorized Branches: 1

Charter Date: 03/31/86

Number of Operating Branches: 1

Date Insured: 03/31/86

Number of Operating Agencies: 0

Branch Locations: Arlington

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS	
Cash on Hand and Other Deposits	01 \$ 22,838,000
Securities and Investments	02 -0-
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 1,655,000
Mortgage Loans (Incl. MBS)	04 214,279,000
Federal Funds Sold	05 -0-
Other Loans	06 44,117,000
Real Estate Owned	07 1,516,000
Investment in Real Estate	08 -0-
Office Premises & Equipment, net	09 2,524,000
Investments in Subsidiary Corporations	10 2,047,000
Goodwill	11 67,000
Other Assets and Deferred Charges	12 1,125,000
TOTAL ASSETS	13 \$ 290,168,000
LIABILITIES	
Deposit Accounts	14 224,629,000
Advances from FHLB of Dallas	15 32,737,000
Other Borrowed Money	16 -0-
Other Liabilities	17 5,904,000
TOTAL LIABILITIES	18 \$ 263,270,000
EQUITY CAPITAL	
Preferred Stock	19 -0-
Common Stock	20 2,400,000
Paid-in Surplus	21 2,056,000
Other Capital Accounts	22 -0-
Retained Earnings	23 22,442,000
TOTAL EQUITY CAPITAL	24 \$ 26,898,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ 290,168,000

AUSTIN

Franklin Bank, S.S.B.

Street Address: 3720 Jefferson St., 78731

512/374-1600

Mail Address: 3720 Jefferson St., 78731

FAX 512/374-1199

E-Mail: webmaster@franklinbank.com

WEBSITE www.bankfranklin.com

Managing Officer: Robert E. Rhoades, President/CEO

Other Officers:

Board of Directors: John B. Selman, Chairman, Charles A. Betts, William C.

Ferguson, Charles M. Herbert, Norman Mason, Robert E. Rhoades, William B.

Rhodes, Edward Solter, III, Neal L. Spelce, Jr.

Charter Number: 23

Number of Authorized Branches: 1

Charter Date: 12/18/97

Number of Operating Branches: 1

Date Insured: 2/27/98

Number of Operating Agencies: 0

Branch Locations: Austin

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 2,136
Securities and Investments	02	10,740
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	99
Mortgage Loans (Incl. MBS)	04	0
Federal Funds Sold	05	708
Other Loans	06	14,141
Real Estate Owned	07	52
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	409
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	290
TOTAL ASSETS	13	\$ 28,575

LIABILITIES

Deposit Accounts	14	23,660
Advances from FHLB of Dallas	15	2,000
Other Borrowed Money	16	0
Other Liabilities	17	80
TOTAL LIABILITIES	18	\$ 25,740

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	712
Paid-in Surplus	21	1,911
Other Capital Accounts	22	-84
Retained Earnings	23	296
TOTAL EQUITY CAPITAL	24	\$ 2,835
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 28,575

AUSTIN Continued

Liberty Bank, SSB

Street Address: 900 Congress Ave., 78701

512/472-5433

Mail Address: P.O. Box 2167, 78768-2167

FAX 512/236-2616

E-Mail: chipbray@libertybanktexas.com WEBSITE www.Libertybanktexas.com

Managing Officer: Edward Z. Safady, President/CEO

Other Officers: Charles W. Bray, EVP; Joan Mayfield, SVP; Grova Jones, SVP;

Sherry G. Williams, SVP/Cashier; Paige Seidenberger, VP; Laura Roe, VP; Rick Skolrood, VP

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

Jerry Spencer, Michael Thornton, Lee Bland

Charter Number: 1

Number of Authorized Branches: 7

Charter Date: 01/21/94

Number of Operating Branches: 7

Date Insured: 04/01/86

Number of Operating Agencies: 0

Branch Locations: Austin

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01 \$ <u>8,347,202</u>
Securities and Investments	02 <u>928,695</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 <u>198,000</u>
Mortgage Loans (Incl. MBS)	04 <u>51,064,481</u>
Federal Funds Sold	05 <u>13,000,000</u>
Other Loans	06 <u>20,828,244</u>
Real Estate Owned	07 <u>0</u>
Investment in Real Estate	08 <u>0</u>
Office Premises & Equipment, net	09 <u>1,549,368</u>
Investments in Subsidiary Corporations	10 <u>158,443</u>
Goodwill	11 <u>0</u>
Other Assets and Deferred Charges	12 <u>1,943,158</u>
TOTAL ASSETS	13 \$ <u>98,017,591</u>

LIABILITIES

Deposit Accounts	14 <u>88,737,398</u>
Advances from FHLB of Dallas	15 <u>0</u>
Other Borrowed Money	16 <u>0</u>
Other Liabilities	17 <u>811,393</u>
TOTAL LIABILITIES	18 \$ <u>89,548,791</u>

EQUITY CAPITAL

Preferred Stock	19 <u>0</u>
Common Stock	20 <u>7,423,629</u>
Paid-in Surplus	21 <u>94,388</u>
Other Capital Accounts	22 <u>0</u>
Retained Earnings	23 <u>950,783</u>
TOTAL EQUITY CAPITAL	24 \$ <u>8,468,800</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ <u>98,017,591</u>

AUSTIN Continued

World Savings Bank, SSB

Street Address: 9777 Great Hills Trail, 78759

512/343-7585

Mail Address: 9777 Great Hills Trail, 78759

Managing Officer: Herbert M. Sandler

Other Officers: James T. Judd, President; Michael Roster, Secretary

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

Galen, Kenneth T. Rosen, Maryellen B. Cattani, James T. Judd

Charter Number: 10

Number of Authorized Branches: 2

Charter Date: 01/12/95

Number of Operating Branches: 2

Date Insured: 01/17/95

Number of Operating Agencies: 0

Branch Locations: Austin, West Lake Hills

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Demand Deposits	01	\$	816,000
Securities and Investments	02		<u>3,001,000,000</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03		<u>154,286,000</u>
Mortgage Loans (Incl. MBS)	04		<u>122,880,000</u>
Federal Funds Sold	05		<u>225,096,000</u>
Other Loans	06		<u>73,000</u>
Real Estate Owned	07		<u>-0-</u>
Investment in Real Estate	08		<u>-0-</u>
Office Premises & Equipment, net	09		<u>1,583,000</u>
Investments in Subsidiary Corporations	10		<u>-0-</u>
Goodwill	11		<u>-0-</u>
Other Assets and Deferred Charges	12		<u>24,814,000</u>
TOTAL ASSETS	13	\$	<u><u>3,530,548,000</u></u>

LIABILITIES

Deposit Accounts	14		<u>309,049,000</u>
Advances from FHLB of Dallas	15		<u>3,000,000,000</u>
Other Borrowed Money	16		<u>-0-</u>
Other Liabilities	17		<u>18,653,000</u>
TOTAL LIABILITIES	18	\$	<u><u>3,327,702,000</u></u>

EQUITY CAPITAL

Preferred Stock	19		<u>-0-</u>
Common Stock	20		<u>150,000</u>
Paid-in Surplus	21		<u>176,575,000</u>
Other Capital Accounts	22		<u>-0-</u>
Retained Earnings	23		<u>26,121,000</u>
TOTAL EQUITY CAPITAL	24	\$	<u><u>202,846,000</u></u>
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$	<u><u>3,530,548,000</u></u>

BEAUMONT

Community Bank and Trust, SSB

Street Address: 700 Calder, 77701-2397

409/981-6050

Mail Address: P.O. Box 26016, 77720-6016

FAX 409/981-6083

Managing Officer: William G. McNinch, Chairman/CEO

Other Officers: J. Pat Parsons, President/COO; Betty Ann Long, Chairman of the Board Emeritus, Silsbee; George B. Simonton, EVP/CFO; James M. Roberson, EVP/Chief Credit Officer; Lois Ann Stanton, EVP/Director of Trust Services; Ralph F. Muzzillo, EVP/Director of Retail Services

Board of Directors: William G. McNinch, Chairman, Jeff Branick, W.E. Wilson, Jr., Joe Penland, William S. Allison, Dr. Alfred Brady, Bart Umphrey, Walter Umphrey, Doak C. Procter, III, Scott Parker, Mike Ramsey, James Dishman, G. Austin Dishman, III, J. Pat Parsons, David Moore, Tom Flanagan, Steve McReynolds, C.W. Conn, James E. Darby

Charter Number: 27

Number of Authorized Branches: 22

Charter Date: 10/5/98

Number of Operating Branches: 22

Date Insured: 6/29/90

Number of Operating Agencies: 0

Branch Locations:

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 82,885,000
Securities and Investments	02	115,919,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	2,224,000
Mortgage Loans (Inc. MBS)	04	115,455,000
Federal Funds Sold	05	0
Other Loans	06	363,249,000
Real Estate Owned	07	1,126,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	13,489,000
Investments in Subsidiary Corporations	10	851,000
Goodwill	11	21,296,000
Other Assets and Deferred Charges	12	19,141,000
TOTAL ASSETS	13	\$ 735,237,000

LIABILITIES

Deposit Accounts	14	624,661,000
Advances from FHLB of Dallas	15	32,300,000
Other Borrowed Money	16	0
Other Liabilities	17	5,933,000
TOTAL LIABILITIES	18	\$ 662,994,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	1,040,000
Paid-in Surplus	21	56,629,000
Other Capital Accounts	22	(1,879,000)
Retained Earnings	23	16,533,000
TOTAL EQUITY CAPITAL	24	\$ 72,323,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 735,237,000

BEDFORD

Affiliated Bank, F.S.B.

Street Address: 500 Harwood, 76021

817/285-6195

Mail Address: P.O. Box 1294, (Hurst) 76053

FAX 817/285-6194

Managing Officer: Garry Graham, President

Other Officers: Dan Murphy, VP; Theresa Boyd, VP

Board of Directors: Kenneth L. Lee, Chairman, Don Stone, Garry Graham, Monty Goddard, Bill Wethington, Ken Schilling, Jim Jennings, Donna Rosiere

Charter Number: 6762

Number of Authorized Branches: 0

Charter Date: 6/1/98

Number of Operating Branches: 0

Date Insured: 6/1/98

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Demand Deposits.....	01	\$	424
Securities and Investments	02		4,256
Stock in Federal Home Loan Bank/Federal Reserve Bank	03		0
Mortgage Loans (Incl. MBS).....	04		13,707
Federal Funds Sold.....	05		0
Other Loans	06		3,788
Real Estate Owned	07		0
Investment in Real Estate	08		0
Office Premises & Equipment, net	09		349
Investments in Subsidiary Corporations.....	10		0
Goodwill	11		48
Other Assets and Deferred Charges.....	12		343
TOTAL ASSETS.....	13	\$	22,915

LIABILITIES

Deposit Accounts	14		13,953
Advances from FHLB of Dallas	15		6,691
Other Borrowed Money	16		0
Other Liabilities	17		119
TOTAL LIABILITIES.....	18	\$	20,763

EQUITY CAPITAL

Preferred Stock	19		0
Common Stock.....	20		0
Paid-in Surplus.....	21		0
Other Capital Accounts	22		0
Retained Earnings	23		2,152
TOTAL EQUITY CAPITAL.....	24	\$	2,152
TOTAL LIABILITIES AND EQUITY CAPITAL.....	25	\$	22,915

BRYAN

First American Bank, SSB

Street Address: 1111 Briarcrest Dr., 77802

979/260-4300

Mail Address: P.O. Box 1033, 77805

FAX 979/260-4410

E-Mail: burback@fabtexas.com WEBSITE www.First-American-Bank.com

Managing Officer: William C. Atkinson, President/COO

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

Board of Directors: Donald A. Adam, Chairman, William C. Atkinson, Phillip D. Adams, Louis M. Newman, III, Phillip R. Alexander, M.D., Donald R. Fraser, Ph.D., John David Crow, Teresa Galliher

Charter Number: 15

Number of Authorized Branches: 7

Charter Date: 2/9/89

Number of Operating Branches: 7

Date Insured: 2/9/89

Number of Operating Agencies: 0

Branch Locations: Bryan, Caldwell, College Station

CONSOLIDATED STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$	28,261,000
Securities and Investments	02		11,316,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03		1,298,000
Mortgage Loans (Incl. MBS)	04		162,962,000
Federal Loans Sold	05		4,631,000
Other Loans	06		213,482,000
Real Estate Owned	07		193,000
Investment in Real Estate	08		0
Office Premises & Equipment, net	09		10,452,000
Investments in Subsidiary Corporations	10		0
Goodwill	11		1,743,000
Other Assets and Deferred Charges	12		8,994,000
TOTAL ASSETS	13	\$	443,332,000

LIABILITIES

Deposit Accounts	14	\$	391,022,000
Advances from FHLB of Dallas	15		14,983,000
Other Borrowed Money	16		0
Other Liabilities	17		2,689,000
TOTAL LIABILITIES	18	\$	408,694,000

EQUITY CAPITAL

Preferred Stock	19	\$	0
Common Stock	20		2,800,000
Paid-in Surplus	21		21,200,000
Other Capital Accounts (Net unrealized loss on investment securities)	22		(326,000)
Retained Earnings	23		10,964,000
TOTAL EQUITY CAPITAL	24		34,638,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$	443,332,000

BRYAN Continued

First American Bank Texas, SSB

Street Address: 2800 S. Texas Ave., 77802

979/361-6200

Mail Address: P.O. Box 8100, 77805

FAX 979/361-6213

E-Mail: burback@fabtexas.com

WEBSITE www.fabtexas.com

Managing Officer: Donald A. Adam, COB/CEO

Other Officers: William C. Atkinson, President/COO; James L. Wolfe, Max R.

Hefner, Tommy D. Vance, Charles Oehlert, Frank Patterson

Board of Directors: Donald A. Adam, Chairman, Dr. Perry L. Adkisson, William C.

Atkinson, Truman Allen, Dr. Donald R. Fraser, Louis M. Newman, III

Charter Number: 4

Number of Authorized Branches: 64

Charter Date: 7/1/94

Number of Operating Branches: 64

Date Insured: 10/14/88

Number of Operating Agencies: 0

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

CONSOLIDATED STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 42,172,000
Securities and Investments	02	2,799,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	16,322,000
Mortgage Loans (incl. MBS)	04	395,076,000
Federal Loans Sold	05	0
Other Loans	06	1,424,700,000
Real Estate Owned	07	3,047,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	22,317,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	15,572,000
Other Assets and Deferred Charges	12	33,743,000
TOTAL ASSETS	13	\$ 2,157,748,000

LIABILITIES

Deposit Accounts	14	\$ 1,530,007,000
Advances from FHLB of Dallas	15	311,300,000
Other Borrowed Money	16	4,380,000
Other Liabilities	17	53,993,000
TOTAL LIABILITIES	18	\$ 1,900,080,000

EQUITY CAPITAL

Preferred Stock	19	\$ 0
Common Stock	20	240,000
Paid-in Surplus	21	31,295,000
Other Capital Accounts (Net unrealized loss on investment securities)	22	(830,000)
Retained Earnings	23	206,963,000
TOTAL EQUITY CAPITAL	24	257,668,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 2,157,748,000

BRYAN Continued

First Federal Savings Bank

Street Address: 2900 Texas Avenue, 77802

979/779-2900

Mail Address: P.O. Box 3758, 77805

FAX 979/779-1539

E-Mail: info@ffsb-bcs.com

WEBSITE www.ffsb-bcs.com

Managing Officer: Stan Stephen, President

Other Officers: George Koenig, EVP; Mary L. Hegar, SVP/Accounting; David McCrady, SVP/Mortgage Lending; Sam Urso, SVP/Manager of Consumer Lending; Charlie Neelley, Secretary

Board of Directors: R.L. Peacock, Chairman, Stan Stephen, Ernest A. Wentreck, Ken L. Hayes, Charlie Neelley, Robert Conaway, Roland Ruffino, George Koenig, Joe Krolczyk, Gary Snoc

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, 1999

ASSETS

Cash on Hand and Other Deposits	01 \$ 6,244
Securities and Investments	02
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 410
Mortgage Loans (Incl. MDS)	04 44,808
Federal Funds Sold	05
Other Loans	06 28,940
Real Estate Owned	07 1,120
Investment in Real Estate	08
Office Premises & Equipment, net	09 2,294
Investments in Subsidiary Corporations	10
Goodwill	11
Other Assets and Deferred Charges	12 1,299
TOTAL ASSETS	13 \$ 85,115

LIABILITIES

Deposit Accounts	14 73,746
Advances from FHLB of Dallas	15 4,000
Other Borrowed Money	16
Other Liabilities	17 1,706
TOTAL LIABILITIES	18 \$ 79,452

EQUITY CAPITAL

Preferred Stock	19 1
Common Stock	20 2,745
Paid-in Surplus	21 2,866
Other Capital Accounts	22
Retained Earnings	23 51
TOTAL EQUITY CAPITAL	24 \$ 5,663
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ 85,115

BUFFALO

Texas Bank, SSB

Street Address: 1012 E. Commerce, 75831

903/322-8800

Mail Address: P.O. Box 1570, 75831

FAX 936/322-9158

Managing Officer: Ken Braun

Other Officers: Ron Hopkins, VP/CFO; Lelah Braun, COO/Cashier

Board of Directors: Ken Braun, Chairman, Lyle Red, Warren Awalt, Barry Capps,
Arthur Patrick, Jr.

Charter Number: 34

Number of Authorized Branches: 0

Charter Date: 12/09/99

Number of Operating Branches: 0

Date Insured: 12/16/99

Number of Operating Agencies: 0

Branch Locations:

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 2,201,747
Securities and Investments	02	250,469
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	-
Mortgage Loans (Incl. MBS)	04	13,641
Federal Funds Sold	05	695,000
Other Loans	06	57,774
Real Estate Owned	07	-
Investment in Real Estate	08	-
Office Premises & Equipment, net	09	172,774
Investments in Subsidiary Corporations	10	-
Goodwill	11	-
Other Assets and Deferred Charges	12	92,444
TOTAL ASSETS	13	\$ 3,483,849

LIABILITIES

Deposit Accounts	14	153,868
Advances from FHLB of Dallas	15	-
Other Borrowed Money	16	-
Other Liabilities	17	311,051
TOTAL LIABILITIES	18	\$ 464,919

EQUITY CAPITAL

Preferred Stock	19	-
Common Stock	20	2,520,000
Paid-in Surplus	21	630,000
Other Capital Accounts	22	-
Retained Earnings	23	(131,070)
TOTAL EQUITY CAPITAL	24	\$ 3,018,930
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 3,483,849

CENTER

Shelby Savings Bank, SSB

Street Address: 111 Selma St., 75935

936/598-5688

Mail Address: P.O. Box 1806, 75935

FAX 936/598-5350

E-Mail: SSbank@qzip.net

Managing Officer: John Snider, President

Other Officers: Lynn Hartt, EVP/Secretary; Sandra Howard, VP; Steve Waters, VP;
Jim Sawyer, VP; Judy Bardwell, VP; Bill Sylvester, VP, Joyce Funderburk,
VP/Compliance

Board of Directors: James Campbell, Chairman, John Snider, 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, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 11,625,408
Securities and Investments	02	7,287,706
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	613,600
Mortgage Loans (Incl. MBS)	04	71,204,841
Federal Funds Sold	05	0
Other Loans	06	22,962,266
Real Estate Owned	07	26,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	2,661,237
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	668,942
TOTAL ASSETS	13	\$ 117,050,000

LIABILITIES

Deposit Accounts	14	99,434,388
Advances from FHLB of Dallas	15	6,677,000
Other Borrowed Money	16	0
Other Liabilities	17	1,241,000
TOTAL LIABILITIES	18	\$ 107,352,388

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	731,899
Paid-in Surplus	21	398,007
Other Capital Accounts	22	(121,268)
Retained Earnings	23	8,688,974
TOTAL EQUITY CAPITAL	24	\$ 9,697,612
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 117,050,000

CORPUS CHRISTI

Pacific Southwest Bank

Street Address: 606 N. Carancahua, 78401

512/889-7700

Mail Address: 606 N. Carancahua, 78401

FAX 512/889-7816

Managing Officer: Bobby L. Hashaway, President

Other Officers: Joe Ciccarello, Jr., EVP/Realty Division; William D. Dodge, III,
President/Gulf Coast 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

Charter Number: 8559

Number of Authorized Branches: 21

Charter Date: 12/29/88

Number of Operating Branches: 21

Date Insured: 12/29/88

Number of Operating Agencies: 17

Branch Locations: Corpus Christi

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Demand Deposits.....	.01	\$ 11,882
Securities and Investments .....	.02	42,270
Stock in Federal Home Loan Bank/Federal Reserve Bank .....	.03	0
Mortgage Loans (Incl. MBS).....	.04	46,788
Federal Funds Sold.....	.05	0
Other Loans .....	.06	141,219
Real Estate Owned .....	.07	2,105
Investment in Real Estate .....	.08	0
Office Premises & Equipment, net .....	.09	12,904
Investments in Subsidiary Corporations.....	.10	6,316
Goodwill .....	.11	19,323
Other Assets and Deferred Charges .....	.12	55,741
TOTAL ASSETS .....	.13	\$ 338,548

LIABILITIES

Deposit Accounts .....	.14	276,373
Advances from FHLB of Dallas .....	.15	7,000
Other Borrowed Money .....	.16	2,407
Other Liabilities .....	.17	6,288
TOTAL LIABILITIES.....	.18	\$ 292,068

EQUITY CAPITAL

Preferred Stock .....	.19	5,157
Common Stock.....	.20	1
Paid-in Surplus.....	.21	141,423
Other Capital Accounts .....	.22	<392>
Retained Earnings .....	.23	<99,709>
TOTAL EQUITY CAPITAL.....	.24	\$ 46,480
TOTAL LIABILITIES AND EQUITY CAPITAL.....	.25	\$ 338,548

CUERO

Cuero State Bank, s.s.b.

Street Address: 218 N. Gonzales St., 77954

361/275-2345

Mail Address: P.O. Box 808, 77954

FAX 361/275-6146

E-Mail: cuerostate@viptx.net

WEBSITE www.cuerostate.com

Managing Officer: William E. Howard, President

Other Officers: Kenneth W. Adams, EVP/COO; Walter A. Luce; SVP/CFO, Douglas Carver, SVP/CLO; Cheryl Bramlette, VP; Dot Cooley, VP, Sara Teague, VP; David Kleinecke, 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: 24

Number of Authorized Branches: 3

Charter Date: 02/10/98

Number of Operating Branches: 3

Date Insured: 02/26/40

Number of Operating Agencies: 0

Branch Locations: Victoria, Yorktown

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01 \$ 4,333,147
Securities and Investments	02 39,835,982
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 1,261,000
Mortgage Loans (Incl. MBS)	04 116,707,155
Federal Funds Sold	05 -0-
Other Loans	06 10,015,696
Real Estate Owned	07 85,980
Investment in Real Estate	08 328,433
Office Premises & Equipment, net	09 1,596,600
Investments in Subsidiary Corporations	10 -0-
Goodwill	11 -0-
Other Assets and Deferred Charges	12 1,974,600
TOTAL ASSETS	13 \$176,138,593

LIABILITIES

Deposit Accounts	14 147,914,476
Advances from FHLB of Dallas	15 13,208,311
Other Borrowed Money	16 -0-
Other Liabilities	17 199,694
TOTAL LIABILITIES	18 \$161,322,481

EQUITY CAPITAL

Preferred Stock	19 -0-
Common Stock	20 -0-
Paid-in Surplus	21 -0-
Other Capital Accounts	22 (1,831,084)
Retained Earnings	23 16,647,196
TOTAL EQUITY CAPITAL	24 \$ 14,816,112
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$176,138,593

DALHART

Dalhart Federal Savings and Loan Association

Street Address: 502 Denrock Ave., 79022

806/249-8561

Mail Address: P.O. Box 950, 79022

FAX 806/249-8144

E-Mail: dfslal@xit.com

Managing Officer: Duane R. Brewer, President

Other Officers: Myron D. Grantham, SVP; John D. Plunk, Secretary/Treasurer; Janice Lovelady, VP

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

Charter Number: 547

Number of Authorized Branches: 1

Charter Date: 10/26/34

Number of Operating Branches: 1

Date Insured: 02/07/38

Number of Operating Agencies: 0

Branch Locations: Dumas

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01 \$ 3,825
Securities and Investments	02 8,625
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 635
Mortgage Loans (Incl. MBS)	04 60,510
Federal Funds Sold	05 -0-
Other Loans	06 2,684
Real Estate Owned	07 -0-
Investment in Real Estate	08 -0-
Office Premises & Equipment, net	09 1,462
Investments in Subsidiary Corporations	10 375
Goodwill	11 -0-
Other Assets and Deferred Charges	12 133
TOTAL ASSETS	13 \$ 78,249

LIABILITIES

Deposit Accounts	14 59,082
Advances from FHLB of Dallas	15 12,309
Other Borrowed Money	16 -0-
Other Liabilities	17 700
TOTAL LIABILITIES	18 \$ 72,091

EQUITY CAPITAL

Preferred Stock	19
Common Stock	20
Paid-in Surplus	21
Other Capital Accounts	22
Retained Earnings	23 6,158
TOTAL EQUITY CAPITAL	24 \$ 6,158
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ 78,249

DALLAS

BankDallas SSB

Street Address: 3802 Oak Lawn Ave., 75219

214/521-4800

Mail Address: 3802 Oak Lawn Ave., 75219

FAX 214/521-4380

WEBSITE www.bankdallas.com

Managing Officer: Mark E. Lovvorn, President

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

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

Charter Number: 20

Number of Authorized Branches: 0

Charter Date: 6/3/97

Number of Operating Branches: 0

Date Insured: 6/3/97

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 1,482,856
Securities and Investments	02	5,902,977
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	- 0 -
Mortgage Loans (Incl. MBS)	04	11,920,387
Federal Funds Sold	05	8,685,000
Other Loans	06	5,033,145
Real Estate Owned	07	- 0 -
Investment in Real Estate	08	- 0 -
Office Premises & Equipment, net.....	09	304,105
Investments in Subsidiary Corporations.....	10	- 0 -
Goodwill.....	11	- 0 -
Other Assets and Deferred Charges	12	282,330
TOTAL ASSETS	13	\$33,610,800

LIABILITIES

Deposit Accounts	14	29,842,917
Advances from FHLB of Dallas.....	15	- 0 -
Other Borrowed Money	16	- 0 -
Other Liabilities.....	17	134,898
TOTAL LIABILITIES	18	\$29,977,815

EQUITY CAPITAL

Preferred Stock	19	- 0 -
Common Stock	20	3,300,000
Paid-in Surplus	21	825,000
Other Capital Accounts	22	(24,607)
Retained Earnings	23	(467,408)
TOTAL EQUITY CAPITAL	24	\$ 3,632,985
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$33,610,800

DALLAS Continued

Beal Bank, SSB

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

972/404-4000

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

FAX 972/866-8420

E-Mail: info@bealbank.com

WEBSITE www.bealbank.com

Managing Officer: David Meek, CEO

Other Officers: Gerald Hartman, President; Molly Curl, SVP; W.T. Saurenmann, SVP;

James W. Lewis, Jr., SVP/Controller; Steve O'Neal, VP; Clark Enright, SVP; Tim

Fults, Secretary

Board of Directors: Andrew Beal, Chairman, Susan Dunn Arnold, Mike Eastland, Tim

Fults, David Goldstein, Bernard Weinstein, David Meek, Gerald Hartman

Charter Number: 8

Number of Authorized Branches: 2

Charter Date: 3/28/88

Number of Operating Branches: 2

Date Insured: 03/14/88

Number of Operating Agencies: 0

Branch Locations: Houston

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 115,380,000
Securities and Investments	02	<u>0</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>9,670,000</u>
Mortgage Loans (Incl. MBS)	04	<u>1,136,903,000</u>
Federal Funds Sold	05	<u>0</u>
Other Loans	06	<u>50,093,000</u>
Real Estate Owned	07	<u>42,380,000</u>
Investment in Real Estate	08	<u>47,304,000</u>
Office Premises & Equipment, net	09	<u>5,450,000</u>
Investment in Subsidiary Corporations	10	<u>2,789,000</u>
Goodwill	11	<u>0</u>
Other Assets and Deferred Charges	12	<u>16,885,000</u>
TOTAL ASSETS	13	\$ <u>1,426,854,000</u>

LIABILITIES

Deposit Accounts	14	<u>1,009,422,000</u>
Advances from FHLB of Dallas	15	<u>191,000,000</u>
Other Borrowed Money	16	<u>7,070,000</u>
Other Liabilities	17	<u>7,327,000</u>
TOTAL LIABILITIES	18	\$ <u>1,214,819,000</u>

EQUITY CAPITAL

Preferred Stock	19	<u>0</u>
Common Stock	20	<u>2,400,000</u>
Paid-in Surplus	21	<u>69,990,000</u>
Other Capital Accounts	22	<u>(443,000)</u>
Retained Earnings	23	<u>140,088,000</u>
TOTAL EQUITY CAPITAL	24	\$ <u>212,035,000</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ <u>1,426,854,000</u>

DALLAS Continued

Bluebonnet Savings Bank FSB

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

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

E-Mail: info@bluebonnetsavings.com WEBSITE www.bluebonnetsavings.com

Managing Officer: Howard R. Neff, CEO

Other Officers: Bryce Fowler, President/CFO; Anna Dolak, EVP; Joseph M.

Simanek, EVP; Hal Jones, SVP; Carolyn J. Ratliff, VP; Dan Baxa, VP; David S.

Riemer, VP; Steven J. Smith, VP; Tricia Pittman, VP

Board of Directors: James M. Fail, Chairman, Howard R. Neff, R. Brad Oates, David

L. Zacharias, Robert I. Boykin, Harry T. Carneal, Dede W. Casad, Maurice

McGill, Tom Cunningham, Robert Boyd, Henry B. Ellis, Kathryn A. Smith, Bryce

Fowler

Charter Number: 4626

Number of Authorized Branches: 0

Charter Date: 12/22/88

Number of Operating Branches: 0

Date Insured: 12/22/88

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01 \$	27,735
Securities and Investments	02	97,118
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	58,648
Mortgage Loans (Incl. MBS)	04	2,289,678
Federal Funds Sold	05	0
Other Loans	06	31
Real Estate Owned	07	268
Investment in Real Estate:	08	0
Office Premises & Equipment, net.....	09	536
Investments in Subsidiary Corporations.....	10	74
Goodwill.....	11	14
Other Assets and Deferred Charges	12	24,554
TOTAL ASSETS	13 \$	2,498,656

LIABILITIES

Deposit Accounts	14	448,384
Advances from FHLB of Dallas.....	15	1,158,652
Other Borrowed Money	16	700,022
Other Liabilities.....	17	13,228
TOTAL LIABILITIES.....	18 \$	2,320,286

EQUITY CAPITAL

Preferred Stock.....	19	6
Common Stock.....	20	5
Paid-in Surplus	21	119,989
Other Capital Accounts	22	(21,900)
Retained Earnings	23	80,270
TOTAL EQUITY CAPITAL.....	24 \$	178,370
TOTAL LIABILITIES AND EQUITY CAPITAL.....	25 \$	2,498,656

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

E-Mail: jziebold@g.f.bank.com

WEBSITE GFBANK.COM

Managing Officer: Kenneth M. Jastrow, II, Chairman

Other Officers: Kenneth R. Dubuque, President; Ronald D. Murff, CFO; John T.

Stuart, Chief Lending Officer; Mark Crawford, Chief Credit Officer; Scott Smith, Treasurer; J. Bradley Johnston, Secretary

Board of Directors: K.M. Jastrow, II, Chairman, Kenneth R. Dubuque, Clifford J.

Grum, Richard J. Haayen, Robert V. Kavanaugh, Hugh Robinson, Arthur Temple, III, Larry E. Temple, John (Jack) Willome, James M. Wooten

Charter Number: 8534

Number of Authorized Branches: 135

Charter Date: 09/30/88

Number of Operating Branches: 135

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, Farmers Branch, Fort Worth, Fredricksburg, Friendswood, Galveston, Garland, Georgetown, Gonzales, Houston, Huntsville, Hurst, Irving, Kaufman, Kerrville, Killeen, Kilgore, Kingwood, Lake Jackson, La Marque, League City, Livingston, Longview, Madisonville, Marble Falls, Marlin, Marshall, McKinney, Mesquite, Mexia, Montgomery, Navasota, Nederland, Paris, Pearland, Port Arthur, Richardson, San Antonio, Santa Fe, Seabrook, Shiner, Silsbee, Sugar Land, Taylor, Temple, Texas City, Tomball, Tyler, Waco, Waxahachie, Wichita Falls (25 California Branches)

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 142,092
Securities and Investments	02	266,987
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	161,663
Mortgage Loans (Incl. MBS)	04	9,319,206
Federal Funds Sold	05	64,235
Other Loans	06	2,379,373
Real Estate Owned	07	7,422
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	141,844
Investments in Subsidiary Corporations	10	0
Goodwill	11	111,901
Other Assets and Deferred Charges	12	389,610
TOTAL ASSETS	13	\$ 12,984,331

LIABILITIES

Deposit Accounts	14	9,374,419
Advances from FHLB of Dallas	15	2,402,502
Other Borrowed Money	16	0
Other Liabilities	17	32,756
TOTAL LIABILITIES	18	\$ 11,809,677
Minority Interest in Consolidated subsidiaries		226,263

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	16
Paid-in Surplus	21	823,793
Other Capital Accounts	22	137,066
Retained Earnings	23	(12,484)
TOTAL EQUITY CAPITAL	24	\$ 948,391
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 12,984,331

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

E-Mail: sallss@mercantiledfw.com WEBSITE www.mercantiledfw.com

Managing Officer: L. Wayne Christensen, President

Other Officers: Suzanne Castleberry-Salls, SVP/CFO; Eddie Jenkins, SVP; Robert D.

Nelson, SVP; Gail Brewer, VP; Patsy Mahone, VP; Sharon Reitzell, VP; Joy Travis,

VP; Sharon Jalil, VP; John Bahr, VP; Phyllis Ostarello, VP, Thomas P. Lynch, AVP

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: 2

Charter Date: 12/23/83

Number of Operating Branches: 2

Date Insured: 06/12/85

Number of Operating Agencies: 0

Branch Locations: Dallas, Plano

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01 \$ 2,215,936
Securities and Investments	02 <u>11,200,000</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 <u>2,300,400</u>
Mortgage Loans (Incl. MBS)	04 <u>163,106,046</u>
Federal Funds Sold	05 <u>-0-</u>
Other Loans	06 <u>2,927,535</u>
Real Estate Owned	07 <u>-0-</u>
Investment in Real Estate	08 <u>-0-</u>
Office Premises & Equipment, net	09 <u>1,009,851</u>
Investments in Subsidiary Corporations	10 <u>(156,643)</u>
Goodwill	11 <u>32,226</u>
Other Assets and Deferred Charges	12 <u>3,009,153</u>
TOTAL ASSETS	13 \$ <u>185,644,504</u>

LIABILITIES

Deposit Accounts	14 <u>127,667,898</u>
Advances from FHLB of Dallas	15 <u>45,500,000</u>
Other Borrowed Money	16 <u>-0-</u>
Other Liabilities	17 <u>1,007,717</u>
TOTAL LIABILITIES	18 \$ <u>174,175,615</u>

EQUITY CAPITAL

Preferred Stock	19 <u>-0-</u>
Common Stock	20 <u>210,000</u>
Paid-in Surplus	21 <u>9,606,097</u>
Other Capital Accounts	22 <u>-0-</u>
Retained Earnings	23 <u>1,652,792</u>
TOTAL EQUITY CAPITAL	24 \$ <u>11,468,889</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ <u>185,644,504</u>

DEL RIO

The Bank & Trust SSB

Street Address: 1200 Avenue F, 78840

830/774-2555

Mail Address: P.O. Box 4010, 78841-4011

FAX 830/768-4023

E-Mail: webmaster@thebankandtrust.com WEBSITE www.thebankandtrust.com

Managing Officer: R. Sidney Cauthorn

Other Officers: Waylon Cowan, Janice Campbell, Lynn McC Carson, Letty Foster, SW Cauthorn, Deanna Goodspeed, Eduardo Berain, Larry Davis, Rosie Perez, Don Ralston, Diama Hernandez, Margoret Hall, Jorge Cuellar, Lazaro Lopez, Henry Gomez, Tina Moreno, Sheila Cadena, Gus Cardenas, Mike Healy, Ray Smith, JoAnne Hernandez, Tonya Brown, Lori Smith

Board of Directors: S.W. Cauthorn, Chairman, Dr. Ramon Garcia, Henry Gomez, T.J. Moore, Don Newton, Lonnie Ricks, Dr. Joe Sanders, Jay M. Taylor, Jonella Pride, Henry Fuentes, Don Ralston, Sid Cauthorn, John Tedford, Jaimie Parker, A.W. Bishop, Rey Sanchez, Norman Elder

Charter Number: 28

Number of Authorized Branches: 3

Charter Date: 10/28/98

Number of Operating Branches: 3

Date Insured: 12/23/69

Number of Operating Agencies: 0

Branch Locations: Brackettville, Sonora

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 12,324
Securities and Investments	02	57,145
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Incl. MBS)	04	0
Federal Funds Sold	05	1,700
Other Loans	06	125,980
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	3,067
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	1,706
TOTAL ASSETS	13	\$201,922

LIABILITIES

Deposit Accounts	14	159,611
Advances from FHLB of Dallas	15	25,000
Other Borrowed Money	16	0
Other Liabilities	17	2,076
TOTAL LIABILITIES	18	\$186,687

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	2,990
Paid-in Surplus	21	3,000
Other Capital Accounts	22	(609)
Retained Earnings	23	9,854
TOTAL EQUITY CAPITAL	24	\$ 15,235
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$201,922

EDNA

Mid-Coast Savings Bank, SSB

(merged into First Victoria National Bank, Victoria, effective 4/2000)

Street Address: 601 North Wells, 77957

361/782-3576

Mail Address: P.O. Box 566, 77957

FAX 361/782-6855

Managing Officer: Charles M. Hasdorff, President/CEO

Other Officers: Gerald Novian, VP/CFO; Priscilla Hastings, VP; Linda Gregory, AVP,
Karen Gregory, AVP

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

Charter Number: 12

Number of Authorized Branches: 1

Charter Date: 04/18/58

Number of Operating Branches: 1

Date Insured: 04/24/59

Number of Operating Agencies: 0

Branch Locations: Ganado

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 2,625,334
Securities and Investments	02	9,712,940
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	418,700
Mortgage Loans (Incl. MBS)	04	27,331,062
Federal Funds Sold	05	0
Other Loans	06	3,578,793
Real Estate Owned	07	34,497
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	296,736
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	365,022
TOTAL ASSETS	13	\$ 44,363,084

LIABILITIES

Deposit Accounts	14	34,104,756
Advances from FHLB of Dallas	15	6,959,720
Other Borrowed Money	16	0
Other Liabilities	17	171,993
TOTAL LIABILITIES	18	\$ 41,236,469

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	231,470
Paid-in Surplus	21	117,592
Other Capital Accounts	22	(225,882)
Retained Earnings	23	3,003,435
TOTAL EQUITY CAPITAL	24	\$ 3,126,615
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 44,363,084

EL PASO

Capital Savings Bank, s.s.b.

Street Address: 8700 Montana Ave., 79925

915/779-8700

Mail Address: 8700 Montana Ave., 79925

FAX 915/779-1390

Managing Officer: Ned Euseppi

Other Officers: Jon Patterson, COO/CFO; Paul Guimond, CCO

Board of Directors: Anthony Ghiselli, Chairman, Richard Aguilar, Jody Lawrence,
Mike Yardeni, Ned Euseppi

Charter Number: 32

Number of Authorized Branches: 0

Charter Date: 10/18/99

Number of Operating Branches: 0

Date Insured: 10/25/99

Number of Operating Agencies: 0

Branch Locations:

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	<u>\$ 3,398,000</u>
Securities and Investments	02	<u>7,396,000</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>200,000</u>
Mortgage Loans (Incl. MBS)	04	<u>1,546,000</u>
Federal Funds Sold	05	<u>0</u>
Other Loans	06	<u>669,000</u>
Real Estate Owned	07	<u>0</u>
Investment in Real Estate	08	<u>0</u>
Office Premises & Equipment, net	09	<u>401,000</u>
Investments in Subsidiary Corporations	10	<u>0</u>
Goodwill	11	<u>0</u>
Other Assets and Deferred Charges	12	<u>82,000</u>
TOTAL ASSETS	13	<u>\$13,692,000</u>

LIABILITIES

Deposit Accounts	14	<u>4,938,000</u>
Advances from FHLB of Dallas	15	<u>4,000,000</u>
Other Borrowed Money	16	<u>0</u>
Other Liabilities	17	<u>43,000</u>
TOTAL LIABILITIES	18	<u>\$8,981,000</u>

EQUITY CAPITAL

Preferred Stock	19	<u>0</u>
Common Stock	20	<u>2,425,000</u>
Paid-in Surplus	21	<u>2,425,000</u>
Other Capital Accounts	22	<u>4,000</u>
Retained Earnings	23	<u>(143,000)</u>
TOTAL EQUITY CAPITAL	24	<u>\$4,711,000</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	25	<u>\$13,692,000</u>

FALFURRIAS

Greater South Texas Bank, FSB

Street Address: 131 E. Rice St., 78355

361/325-3667

Mail Address: P.O. Box 648, 78355

FAX 361/325-9038

Managing Officer: Thomas E. Ratliff, President/CEO

Other Officers: Ernest P. Perez, CFO/Secretary/Treasurer

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

Charter Number: 7433

Number of Authorized Branches: 1

Charter Date: 05/31/74

Number of Operating Branches: 1

Date Insured: 07/18/75

Number of Operating Agencies: 0

Branch Locations: Hebbronville

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Demand Deposits.....	01	\$ 4,970
Securities and Investments.....	02	13,381
Stock in Federal Home Loan Bank/Federal Reserve Bank.....	03	248
Mortgage Loans (Incl. MBS).....	04	22,915
Federal Funds Sold.....	05	0
Other Loans.....	06	6,450
Real Estate Owned.....	07	0
Investment in Real Estate.....	08	0
Office Premises & Equipment, net.....	09	429
Investments in Subsidiary Corporations.....	10	0
Goodwill.....	11	0
Other Assets and Deferred Charges.....	12	370
TOTAL ASSETS.....	13	\$ 48,763

LIABILITIES

Deposit Accounts.....	14	45,908
Advances from FHLB of Dallas.....	15	0
Other Borrowed Money.....	16	0
Other Liabilities.....	17	510
TOTAL LIABILITIES.....	18	\$ 46,418

EQUITY CAPITAL

Preferred Stock.....	19	0
Common Stock.....	20	787
Paid-in Surplus.....	21	263
Other Capital Accounts.....	22	0
Retained Earnings.....	23	1,295
TOTAL EQUITY CAPITAL.....	24	\$ 2,345
TOTAL LIABILITIES AND EQUITY CAPITAL.....	25	\$ 48,763

FORT WORTH

Colonial Savings, F.A.

Street Address: 2600 West Freeway, 76102

817/390-2000

Mail Address: P.O. Box 2988, 76113

E-Mail: bank@mail.colonialsavings.com WEBSITE www.colonialsavings.com

Managing Officer: James E. DuBose, President

Other Officers: Donna J. Dempsey, EVP/CFO; Ben Dempsey, VP/Controller; Jeffrey
C. Williams, VP/Savings

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

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

Charter Number: 5515

Number of Authorized Branches: 6

Charter Date: 12/04/91

Number of Operating Branches: 6

Date Insured: 06/10/63

Number of Operating Agencies: 0

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

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01 \$ 95,032,930
Securities and Investments	02 <u>30,520,651</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 <u>5,546,600</u>
Mortgage Loans (Incl. MBS)	04 <u>479,231,106</u>
Federal Funds Sold	05 -----
Other Loans	06 <u>3,612,668</u>
Real Estate Owned	07 <u>335,906</u>
Investment in Real Estate	08 -----
Office Premises & Equipment, net	09 <u>6,495,857</u>
Investments in Subsidiary Corporations	10 <u>3,519,074</u>
Goodwill	11 -----
Other Assets and Deferred Charges	12 <u>70,557,708</u>
TOTAL ASSETS	13 \$ <u>694,852,500</u>

LIABILITIES

Deposit Accounts	14 <u>476,830,108</u>
Advances from FHLB of Dallas	15 <u>75,500,000</u>
Other Borrowed Money	16 -----
Other Liabilities	17 <u>5,704,325</u>
TOTAL LIABILITIES	18 \$ <u>558,034,433</u>

EQUITY CAPITAL

Preferred Stock	19 -----
Common Stock	20 <u>1,167,507</u>
Paid-in Surplus	21 <u>17,781,134</u>
Other Capital Accounts	22 <u>(4,710,812)</u>
Retained Earnings	23 <u>122,580,238</u>
TOTAL EQUITY CAPITAL	24 \$ <u>136,818,067</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ <u>694,852,500</u>

FORT WORTH Continued

First Command Bank

Street Address: 4100 South Hulen, 76109

817/763-0000

Mail Address: 4100 South Hulen, 76109

FAX 817/763-7605

E-Mail: info@firstcommandbank.com

Managing Officer: W. David White

Other Officers: Sherry Sitton; Roger W. Smith; Michael F. Morrison; Robert F. Watson

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

Charter Number: 13570

Number of Authorized Branches: 1

Charter Date: 11/7/96

Number of Operating Branches: 1

Date Insured: 4/18/97

Number of Operating Agencies: 0

Branch Locations: Fort Worth

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Demand Deposits	01 \$	1,249
Securities and Investments	02	38,449
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Incl. MBS)	04	0
Federal Funds Sold	05	0
Other Loans	06	105,538
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	291
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	341
TOTAL ASSETS	13 \$	145,868

LIABILITIES

Deposit Accounts	14	134,708
Advances from FHLB of Dallas	15	0
Other Borrowed Money	16	0
Other Liabilities	17	612
TOTAL LIABILITIES	18 \$	135,320

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	100
Paid-in Surplus	21	8,900
Other Capital Accounts	22	0
Retained Earnings	23	1,548
TOTAL EQUITY CAPITAL	24 \$	10,548
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$	145,868

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

E-Mail: gcooper@internetwork.net

Managing Officer: Gary P. Cooper, President

Other Officers:

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

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, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 1,898,000
Securities and Investments	02	1,183,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	571,000
Mortgage Loans (Incl. MBS)	04	25,250,000
Federal Funds Sold	05	
Other Loans	06	8,738,000
Real Estate Owned	07	128,000
Investment in Real Estate	08	
Office Premises & Equipment, net	09	264,000
Investments in Subsidiary Corporations	10	51,000
Goodwill	11	
Other Assets and Deferred Charges	12	302,000
TOTAL ASSETS	13	\$38,385,000

LIABILITIES

Deposit Accounts	14	24,418,000
Advances from FHLB of Dallas	15	9,594,000
Other Borrowed Money	16	
Other Liabilities	17	584,000
TOTAL LIABILITIES	18	\$34,596,000

EQUITY CAPITAL

Preferred Stock	19	
Common Stock	20	1,000
Paid-in Surplus	21	1,319,000
Other Capital Accounts	22	(319,000)
Retained Earnings	23	2,788,000
TOTAL EQUITY CAPITAL	24	\$ 3,789,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$38,385,000

GRAHAM

Graham Savings and Loan, FA

Street Address: 745 Elm St., 76450

940/549-2066

Mail Address: P.O. Box 1490, 76450

FAX 940/549-0314

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, 1999

ASSETS

Cash on Hand and Demand Deposits.....	01	\$	606
Securities and Investments	02		9,563
Stock in Federal Home Loan Bank/Federal Reserve Bank	03		0
Mortgage Loans (Incl. MBS).....	04		60,712
Federal Funds Sold.....	05		0
Other Loans	06		3,096
Real Estate Owned	07		0
Investment in Real Estate	08		0
Office Premises & Equipment, net	09		1,436
Investments in Subsidiary Corporations.....	10		0
Goodwill	11		1,232
Other Assets and Deferred Charges	12		575
TOTAL ASSETS.....	13	\$	77,220

LIABILITIES

Deposit Accounts	14		62,063
Advances from FHLB of Dallas	15		7,933
Other Borrowed Money	16		552
Other Liabilities	17		564
TOTAL LIABILITIES.....	18	\$	71,112

EQUITY CAPITAL

Preferred Stock	19		0
Common Stock.....	20		254
Paid-in Surplus.....	21		1,939
Other Capital Accounts	22		0
Retained Earnings	23		3,915
TOTAL EQUITY CAPITAL.....	24	\$	6,108
TOTAL LIABILITIES AND EQUITY CAPITAL.....	25	\$	77,220

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

E-Mail: hfedsa@aol.com

Managing Officer: Johnny B. Foster, President

Other Officers: Bill Turner, VP/Controller/Secretary; Tommy R. Goode, VP

Board of Directors: C.W. Preston, Chairman, John L. Duran, D.D.S., Johnny B.

Foster, Tommy J. Strong, John P. Hacker, James P. Creer

Charter Number: 5599

Number of Authorized Branches: 0

Charter Date: 08/28/92

Number of Operating Branches: 0

Date Insured: 12/31/34

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 411,119
Securities and Investments	02	3,808,983
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	664,600
Mortgage Loans (Incl. MBS)	04	58,065,500
Federal Funds Sold	05	937,920
Other Loans	06	1,627,726
Real Estate Owned	07	-0-
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	316,499
Investments in Subsidiary Corporations	10	-0-
Goodwill	11	-0-
Other Assets and Deferred Charges	12	51,175
TOTAL ASSETS	13	\$65,883,522

LIABILITIES

Deposit Accounts	14	51,732,835
Advances from FHLB of Dallas	15	6,800,000
Other Borrowed Money	16	-0-
Other Liabilities	17	255,653
TOTAL LIABILITIES	18	\$58,788,488

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	-0-
Paid-in Surplus	21	-0-
Other Capital Accounts	22	(35,063)
Retained Earnings	23	7,130,097
TOTAL EQUITY CAPITAL	24	\$ 7,095,034
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$65,883,522

HOUSTON

Bank United

Street Address: 3200 Southwest Freeway, 77027

713/543-6500

Mail Address: P.O. Box 1370, 77251-1370 WEBSITE www.bankunited.com

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

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

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

Charter Number: 8558

Number of Authorized Branches: 80

Charter Date: 12/30/88

Number of Operating Branches: 80

Date Insured: 12/30/88

Number of Operating Agencies: 0

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

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 325,810
Securities and Investments	02	145,533
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	335,088
Mortgage Loans (Incl. MBS)	04	8,053,848
Federal Funds Sold	05	260,014
Other Loans	06	6,785,131
Real Estate Owned	07	15,144
Investment in Real Estate	08	-
Office Premises & Equipment, net	09	88,755
Investments in Subsidiary Corporations	10	-
Goodwill	11	75,045
Other Assets and Deferred Charges	12	1,184,849
TOTAL ASSETS	13	\$ 17,289,217

LIABILITIES

Deposit Accounts	14	8,387,737
Advances from FHLB of Dallas	15	6,593,293
Other Borrowed Money	16	783,760
Other Liabilities	17	288,928
TOTAL LIABILITIES	18	\$ 16,033,718

EQUITY CAPITAL

Preferred Stock	19	185,500
Common Stock	20	28
Paid-in Surplus	21	416,485
Other Capital Accounts	22	(27,971)
Retained Earnings	23	681,457
TOTAL EQUITY CAPITAL	24	\$ 1,235,499
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 17,289,217

HOUSTON Continued

Coastal Banc ssb

Street Address: 5718 Westheimer, Ste. 600, 77057

713/435-5000

Mail Address: 5718 Westheimer, Ste. 600, 77057

E-Mail: cwylie@coastalbanc.com

WEBSITE www.coastalbanc.com

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

Other Officers: Catherine N. Wylie, Sr. EVP/CFO; Gary R. Garrett, Sr. EVP/CLO;

David R. Graham, 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., Paul W. Hobby

Charter Number: 5

Number of Authorized Branches: 50

Charter Date: 07/30/94

Number of Operating Branches: 50

Date Insured: 10/25/91

Number of Operating Agencies: 0

Branch Locations: Austin, Bay City, Brenham, Brownsville, Burnet, Columbus, Conroe, Corpus Christi, Dickinson, Edinburg, Giddings, Harlingen, Houston, Katy, Kingsland, Llano, Marble Falls, Mason, McAllen, Mission, Pharr, Port Arthur, Port Lavaca, Richmond, San Benito, Schulenburg, Sealy, South Padre Island, Sugar Land, Tomball, Victoria, Weimar, Wharton

STATEMENT OF CONDITION – DECEMBER 31, 1999

Unaudited
(In thousands)

ASSETS		
Cash on Hand and Other Deposits	01	\$ 47,555
Securities and Investments	02	299
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	56,753
Mortgage Loans (Include. MBS).....	04	1,851,837
Federal Funds Sold.....	05	-
Other Loans.....	06	900,843
Real Estate Owned and repossessed assets.....	07	4,531
Investment in Real Estate	08	-
Office Premises & Equipment, net.....	09	30,708
Investments in Subsidiary Corporations.....	10	182
Goodwill.....	11	27,636
Other Assets and Deferred Charges	12	27,033
TOTAL ASSETS.....	13	\$ 2,947,377
LIABILITIES		
Deposit Accounts	14	\$ 1,625,888
Advances from FHLB of Dallas.....	15	1,096,931
Other Borrowed Money	16	-
Other Liabilities	17	30,608
TOTAL LIABILITIES.....	18	\$ 2,753,427
EQUITY CAPITAL		
Preferred Stock.....	19	\$ 73,680
Common Stock.....	20	-
Paid-in Surplus.....	21	32,454
Other Capital Accounts	22	(1,848)
Retained Earnings	23	89,664
TOTAL EQUITY CAPITAL	24	\$ 193,950
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 2,947,377

HOUSTON Continued

First Heights Bank, fsb

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

713/316-1011

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

Managing Officer: Robert E. Zambie, President and CEO

Other Officers: Shirley A. Glueck, VP/Secretary; Susan G. Cook, AVP

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: 0

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, 1999

ASSETS

Cash on Hand and Demand Deposits.....	.01	\$ 79
Securities and Investments.....	.02	63,120
Stock in Federal Home Loan Bank/Federal Reserve Bank.....	.03	0
Mortgage Loans (Incl. MBS).....	.04	0
Federal Funds Sold.....	.05	0
Other Loans.....	.06	0
Real Estate Owned.....	.07	0
Investment in Real Estate.....	.08	0
Office Premises & Equipment, net.....	.09	0
Investments in Subsidiary Corporations.....	.10	0
Goodwill.....	.11	0
Other Assets and Deferred Charges.....	.12	29,333
TOTAL ASSETS.....	.13	\$ 92,532

LIABILITIES

Deposit Accounts.....	.14	0
Advances from FHLB of Dallas.....	.15	0
Other Borrowed Money.....	.16	17,934
Other Liabilities.....	.17	45,247
TOTAL LIABILITIES.....	.18	\$ 63,181

EQUITY CAPITAL

Preferred Stock.....	.19	7,500
Common Stock.....	.20	0
Paid-in Surplus.....	.21	0
Other Capital Accounts.....	.22	45,000
Retained Earnings.....	.23	<23,150>
TOTAL EQUITY CAPITAL.....	.24	\$ 29,350
TOTAL LIABILITIES AND EQUITY CAPITAL.....	.25	\$ 92,532

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 713/974-3664

Managing Officer: James S. D'Agostino, Jr., President

Other Officers: John Nieser, CFO/SVP; Keri Curtis, SVP; Linda Miller, SVP, Rhonda C. Wise, SVP/Secretary

Board of Directors: James S. D'Agostino, Jr., Chairman, William V. Condrey, John W. Fainter, Jr., Charles W. Jenness

Charter Number: 291

Number of Authorized Branches: 28

Charter Date: 08/15/46

Number of Operating Branches: 28

Date Insured: 11/08/46

Number of Operating Agencies: 0

Branch Locations in Texas: Houston

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 8,400,000
Securities and Investments	02	0
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	3,756,000
Mortgage Loans (Incl. MBS)	04	727,779,000
Federal Funds Sold	05	0
Other Loans	06	533,000
Real Estate Owned	07	13,215,000
Investment in Real Estate	08	2,133,000
Office Premises & Equipment, net	09	72,090,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	3,151,000
TOTAL ASSETS	13	\$831,057,000

LIABILITIES

Deposit Accounts	14	594,105,000
Advances from FHLB of Dallas	15	33,500,000
Other Borrowed Money	16	149,037,000
Other Liabilities	17	7,698,000
TOTAL LIABILITIES	18	\$784,340,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	250,000
Paid-in Surplus	21	60,162,000
Other Capital Accounts	22	(19,017,000)
Retained Earnings	23	5,322,000
TOTAL EQUITY CAPITAL	24	\$ 46,717,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$831,057,000

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 713/439-1385

E-Mail: housav@houston_savings.com

Managing Officer: Don A. Birkelbach, President

Other Officers: George R. Farish; Kenneth W. Meyer, EVP/CFO/COO; H. Campbell Wood, EVP; Tim Duffy, SVP; Sharon Moore, SVP; Deborah A. Torry, VP; Linda Parish, VP; T. Lance Granberry, VP; Robert Aaron, AVP; Betty H. Baildon, AVP; Donna Darnell, AVP; Barbara Dobson, AVP; Millie Einhaus, AVP; Barb Evanowski, AVP; Yvonne Harris, AVP; Susan Parker, AVP; Diane Wall, AVP

Board of Directors: George Rice Farish, Chairman, Kenneth W. Meyer, Noble M. Malik, Rock M. Houston, Risher Randall, Theodore Y. Louis, 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

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Demand Deposits.....	.01	\$	1,076
Securities and Investments.....	.02		8,956
Stock in Federal Home Loan Bank/Federal Reserve Bank.....	.03		0
Mortgage Loans (Incl. MBS).....	.04		158,522
Federal Funds Sold.....	.05		0
Other Loans.....	.06		14,261
Real Estate Owned.....	.07		1,169
Investment in Real Estate.....	.08		0
Office Premises & Equipment, net.....	.09		1,483
Investments in Subsidiary Corporations.....	.10		0
Goodwill.....	.11		40
Other Assets and Deferred Charges.....	.12		3,280
TOTAL ASSETS.....	.13	\$	188,787

LIABILITIES

Deposit Accounts.....	.14	170,918
Advances from FHLB of Dallas.....	.15	2,700
Other Borrowed Money.....	.16	0
Other Liabilities.....	.17	1,478
TOTAL LIABILITIES.....	.18	\$ 175,094

EQUITY CAPITAL

Preferred Stock.....	.19	225
Common Stock.....	.20	2,443
Paid-in Surplus.....	.21	1,160
Other Capital Accounts.....	.22	0
Retained Earnings.....	.23	8,865
TOTAL EQUITY CAPITAL.....	.24	\$ 13,693
TOTAL LIABILITIES AND EQUITY CAPITAL.....	.25	\$ 188,787

HOUSTON Continued

Preferred Bank

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

281/556-6443

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

FAX 281/556-9750

Managing Officer: H. Jay Farr, President/CEO

Other Officers: Michael D. Campbell, SVP; Joanne Gonzales, CFO; Michael O.

Bostain, VP; Monica Hiebert, Secretary

Board of Directors: Herbert L. Williams, Chairman, H. Jay Farr, 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, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 10,400,000
Securities and Investments	02	25,586,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,121,000
Mortgage Loans (Incl. MBS)	04	60,040,000
Federal Funds Sold	05	2,043,000
Other Loans	06	5,860,000
Real Estate Owned	07	208,000
Investment in Real Estate	08	375,000
Office Premises & Equipment, net	09	101,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	710,000
TOTAL ASSETS	13	\$106,444,000

LIABILITIES

Deposit Accounts	14	83,031,000
Advances from FHLB of Dallas	15	15,510,000
Other Borrowed Money	16	0
Other Liabilities	17	648,000
TOTAL LIABILITIES	18	\$ 99,189,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	1,615,000
Paid-in Surplus	21	2,002,000
Other Capital Accounts	22	(71,000)
Retained Earnings	23	3,709,000
TOTAL EQUITY CAPITAL	24	\$ 7,255,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$106,444,000

JACKSONVILLE

Jacksonville Savings Bank, SSB

Street Address: Neches and Commerce, 75766

903/586-9861

Mail Address: P.O. Box 401, 75766

FAX 903/586-5044

E-Mail: JXVL@Risecom.net

WEBSITE www.jacksonvillessb.com

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; Sandy Hanson, VP; Frank Barr, AVP; Sandra Thompson, Secretary/Treasurer

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

Charter Number: 21

Number of Authorized Branches: 7

Charter Date: 06/26/97

Number of Operating Branches: 7

Date Insured: 07/02/97

Number of Operating Agencies: 0

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

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01 \$ 7,487,000
Securities and Investments	02 18,136,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 2,002,000
Mortgage Loans (Incl. MBS)	04 237,018,000
Federal Funds Sold	05 0
Other Loans	06 18,756,000
Real Estate Owned	07 166,000
Investment in Real Estate	08 844,000
Office Premises & Equipment, net	09 4,746,000
Investments in Subsidiary Corporations	10 0
Goodwill	11 0
Other Assets and Deferred Charges	12 3,633,000
TOTAL ASSETS	13 \$ 292,786,000

LIABILITIES

Deposit Accounts	14 219,588,000
Advances from FHLB of Dallas	15 39,000,000
Other Borrowed Money	16 1,105,000
Other Liabilities	17 1,447,000
TOTAL LIABILITIES	18 \$ 261,140,000

EQUITY CAPITAL

Preferred Stock	19 0
Common Stock	20 19,000
Paid-in Surplus	21 15,881,000
Other Capital Accounts	22 (969,000)
Retained Earnings	23 16,715,000
TOTAL EQUITY CAPITAL	24 \$ 31,646,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ 292,786,000

LA GRANGE

Fayette Savings Bank, ssb

Street Address: 111 E. Travis, 78945

979/968-9511

Mail Address: P.O. Box M, 78945

FAX 979/968-5410

E-Mail:

WEBSITE www.fayettesavings.com

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.,

George Branot, III, Thomas D. Brown, Jerry D. Jacob, Milton E. Koenning, Ariane Maeker, Robert Saunders, David J. Zapalac

Charter Number: 26

Number of Authorized Branches: 3

Charter Date: 7/21/98

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, 1999

ASSETS

Cash on Hand and Other Deposits	01 \$ 3,508,098
Securities and Investments	02 4,468,148
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 415,700
Mortgage Loans (Incl. MBS)	04 41,628,825
Federal Funds Sold	05 -0-
Other Loans	06 6,584,375
Real Estate Owned	07 -0-
Investment in Real Estate	08 -0-
Office Premises & Equipment, net	09 1,954,149
Investments in Subsidiary Corporations	10 27,535
Goodwill	11
Other Assets and Deferred Charges	12 405,756
TOTAL ASSETS	13 \$ 58,992,586

LIABILITIES

Deposit Accounts	14 55,090,472
Advances from FHLB of Dallas	15 -0-
Other Borrowed Money	16 -0-
Other Liabilities	17 443,372
TOTAL LIABILITIES	18 \$ 55,533,844

EQUITY CAPITAL

Preferred Stock	19
Common Stock	20 1,173,500
Paid-in Surplus	21 1,806,694
Other Capital Accounts	22 (318,523)
Retained Earnings	23 797,071
TOTAL EQUITY CAPITAL	24 \$ 3,458,742
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ 58,992,586

LAKEWAY

Village Bank & Trust, SSB

Street Address: 2101 Lakeway Blvd., Ste. 130, 78734

512/261-1122

Mail Address: 2101 Lakeway Blvd., Ste. 130, 78734

FAX 512/261-1144

Managing Officer: Danny B. Clayton

Other Officers: Guy Clayton, Lori Wakefield, Brian Huber, Staci Baban, Georgia Bond, Joe Gosland, Tim Cardinal

Board of Directors: Danny B. Clayton, Chairman, John W. Brodnax, III, Douglas W. Clayton, Guy C. Clayton, Stephen W. Gurashich, Jr., Robert C. Siddons, Randall N. Williamson, Stephen R. Smith

Charter Number: 31

Number of Authorized Branches: 0

Charter Date: 02/23/99

Number of Operating Branches: 0

Date Insured: 06/09/99

Number of Operating Agencies: 0

Branch Locations:

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 1,066,510
Securities and Investments	02	895,072
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	9,000
Mortgage Loans (Incl. MBS)	04	16,413,489
Federal Funds Sold	05	-0-
Other Loans	06	2,536,778
Real Estate Owned	07	-0-
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	389,188
Investments in Subsidiary Corporations	10	-0-
Goodwill	11	-0-
Other Assets and Deferred Charges	12	204,238
TOTAL ASSETS	13	\$ 21,514,267

LIABILITIES

Deposit Accounts	14	6,530,715
Advances from FHLB of Dallas	15	-0-
Other Borrowed Money	16	285,000
Other Liabilities	17	73,889
TOTAL LIABILITIES	18	\$ 16,889,604

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	3,999,984
Paid-in Surplus	21	1,000,016
Other Capital Accounts	22	(27,317)
Retained Earnings	23	(348,020)
TOTAL EQUITY CAPITAL	24	\$ 4,624,663
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 21,514,267

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, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 3,016,983
Securities and Investments	02	15,261,005
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	152,800
Mortgage Loans (Incl. MBS)	04	13,039,473
Federal Funds Sold	05	-
Other Loans	06	7,934,147
Real Estate Owned	07	-
Investment in Real Estate	08	-
Office Premises & Equipment, net	09	418,117
Investments in Subsidiary Corporations	10	-
Goodwill	11	-
Other Assets and Deferred Charges	12	647,709
TOTAL ASSETS	13	\$40,470,234

LIABILITIES

Deposit Accounts	14	33,952,304
Advances from FHLB of Dallas	15	892,373
Other Borrowed Money	16	-
Other Liabilities	17	349,471
TOTAL LIABILITIES	18	\$ 35,194,148

EQUITY CAPITAL

Preferred Stock	19	-
Common Stock	20	-
Paid-in Surplus	21	-
Other Capital Accounts	22	-
Retained Earnings	23	5,276,086
TOTAL EQUITY CAPITAL	24	\$ 5,276,086
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 40,470,234

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

E-Mail: kip@angeliabank.com

WEBSITE www.angelinabank.com

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

Other Officers: H.J. Shands, Jr., President Emeritus; Bonnie Henderson, EVP; Reggie

Squyres, VP; Barbara Wilson, VP; Barbara Driver, VP/Treasurer; Laurance E.

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

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.,

Rufus Duncan, Jr., Joe Lowery

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, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$9,113,000
Securities and Investments	02	6,203,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	256,000
Mortgage Loans (Incl. MBS)	04	13,013,000
Federal Funds Sold	05	-0-
Other Loans	06	11,648,000
Real Estate Owned	07	-0-
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	867,000
Investments in Subsidiary Corporations	10	-0-
Goodwill	11	-0-
Other Assets and Deferred Charges	12	164,000
TOTAL ASSETS	13	\$41,264,000

LIABILITIES

Deposit Accounts	14	34,267,000
Advances from FHLB of Dallas	15	3,300,000
Other Borrowed Money	16	-0-
Other Liabilities	17	287,000
TOTAL LIABILITIES	18	\$37,854,000

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	884,000
Paid-in Surplus	21	256,000
Other Capital Accounts	22	-0-
Retained Earnings	23	2,270,000
TOTAL EQUITY CAPITAL	24	\$3,410,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$41,264,000

MINEOLA

Mineola Community Bank, S.S.B.

Street Address: 215 W. Broad, 75773

903/569-2602

Mail Address: P.O. Drawer 410, 75773

FAX 903/569-6366

Managing Officer: J.H. Herlocker, III, President/CEO

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

Board of Directors: Ray Williams, Chairman, Jim Harder, Beth Hedges, W.T.

Harrison, Robert L. Smith, J.H. Herlocker, III

Charter Number: 18

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, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 1,583,000
Securities and Investments	02	34,921,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	600,000
Mortgage Loans (Incl. MBS)	04	49,910,000
Federal Funds Sold	05	1,965,000
Other Loans	06	1,963,000
Real Estate Owned	07	57,000
Investment in Real Estate	08	
Office Premises & Equipment, net	09	615,000
Investments in Subsidiary Corporations	10	214,000
Goodwill	11	
Other Assets and Deferred Charges	12	1,383,000
TOTAL ASSETS	13	\$ 93,211,000

LIABILITIES

Deposit Accounts	14	68,253,000
Advances from FHLB of Dallas	15	11,000,000
Other Borrowed Money	16	
Other Liabilities	17	212,000
TOTAL LIABILITIES	18	\$ 79,465,000

EQUITY CAPITAL

Preferred Stock	19	
Common Stock	20	
Paid-in Surplus	21	
Other Capital Accounts	22	(730,000)
Retained Earnings	23	14,476,000
TOTAL EQUITY CAPITAL	24	\$ 13,746,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 93,211,000

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: Darby Byrd, President/CEO

Other Officers: Ron Roberts, Bobby Duke, Annette Bonnin, Ben Newsom, Pam
Burrow, Karen Comeaux, Curt Leger, Nancy Vincent, Gracie Henry, Cindi
LaChance, Joe Ely, Sandy McKeller

Board of Directors: Eunice R. Benckenstein, Clyde V. McKee, Jr., Walter G. Riedel,
Ruby Wimberley, Darby Bryd, Tommy Gunn, Ron Roberts, Dan Mohon, William
G. Wallace, Robert Shinn

Charter Number: 16

Number of Authorized Branches: 1

Charter Date: 9-6-96

Number of Operating Branches: 1

Date Insured: 5-17-54

Number of Operating Agencies: 0

Branch Locations: Vidor

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 6,387,706
Securities and Investments	02	15,204,481
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,381,100
Mortgage Loans (Incl. MBS)	04	122,630,466
Federal Funds Sold	05	-0-
Other Loans	06	18,497,568
Real Estate Owned	07	-0-
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	5,430,930
Investments in Subsidiary Corporations	10	-0-
Goodwill	11	-0-
Other Assets and Deferred Charges	12	1,620,915
TOTAL ASSETS	13	\$ 171,153,166

LIABILITIES

Deposit Accounts	14	150,258,004
Advances from FHLB of Dallas	15	5,000,000
Other Borrowed Money	16	-0-
Other Liabilities	17	109,014
TOTAL LIABILITIES	18	\$ 155,367,018

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	250,000
Paid-in Surplus	21	-0-
Other Capital Accounts	22	2,533,241
Retained Earnings	23	13,002,907
TOTAL EQUITY CAPITAL	24	\$ 15,786,148
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 171,153,166

PARIS

First Federal Community Bank

Street Address: 630 Clarksville St., 75460

903/784-0881

Mail Address: P.O. Box 370, 75461

FAX 903/784-6781

E-Mail: damis@1STARNET.com

Managing Officer: Richard M. Amis, President

Other Officers: Tommy W. Lewis, SVP; Jeff Wright, VP/CFO; Joseph W. Farmer, Jr., VP; James W. Vaughan, Jr., VP; Chris Mallory, VP; Roxanne Raper, VP; Pat Bassano, VP; Helen Clark, AVP; Tammy Byrum, AVP; Debbie Archer, AVP/Cashier; Peggy Frierson, Secretary

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

Charter Number: 00100

Number of Authorized Branches: 3

Charter Date: 1922

Number of Operating Branches: 3

Date Insured: 1934

Number of Operating Agencies: 0

Branch Locations: Clarksville, Mt. Pleasant, Paris

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 4,343,954.00
Securities and Investments	02	10,423,293.00
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	2,191,300.00
Mortgage Loans (Incl. MBS)	04	189,401,498.00
Federal Funds Sold	05	
Other Loans	06	25,519,649.00
Real Estate Owned	07	166,365.00
Investment in Real Estate	08	273,911.00
Office Premises & Equipment, net	09	3,462,215.00
Investments in Subsidiary Corporations	10	
Goodwill	11	
Other Assets and Deferred Charges	12	628,976.00
TOTAL ASSETS	13	\$ 236,411,161.00

LIABILITIES

Deposit Accounts	14	179,621,009.00
Advances from FHLB of Dallas	15	39,282,478.00
Other Borrowed Money	16	
Other Liabilities	17	1,033,194.00
TOTAL LIABILITIES	18	\$ 219,936,681.00

EQUITY CAPITAL

Preferred Stock	19	
Common Stock	20	
Paid-in Surplus	21	
Other Capital Accounts	22	
Retained Earnings	23	16,474,480.00
TOTAL EQUITY CAPITAL	24	\$ 16,474,480.00
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 236,411,161.00

PERRYTON

Interstate Bank, ssb

Street Address: 301 S. Main St., 79070

806/435-4071

Mail Address: P.O. Box 947, 79070

FAX 806/435-1179

E-Mail: intersta@arn.net

Managing Officer: John Cluck, President/CEO

Other Officers: Nina Beth Hargrove, Sr. EVP/COO; David Bergin, SVP

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

Charter Number: 19

Number of Authorized Branches: 1

Charter Date: 01/30/97

Number of Operating Branches: 1

Date Insured: 01/31/97

Number of Operating Agencies: 0

Branch Locations: Spearman

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 5,236,000
Securities and Investments	02	11,561,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	384,000
Mortgage Loans (Incl. MBS)	04	34,224,000
Federal Funds Sold	05	-0-
Other Loans	06	13,098,000
Real Estate Owned	07	37,000
Investment in Real Estate	08	-0-
Office Premises & Equipment, net.....	09	750,000
Investments in Subsidiary Corporations.....	10	-0-
Goodwill.....	11	-0-
Other Assets and Deferred Charges	12	967,000
TOTAL ASSETS	13	\$66,257,000

LIABILITIES

Deposit Accounts	14	60,645,000
Advances from FHLB of Dallas.....	15	981,000
Other Borrowed Money	16	-0-
Other Liabilities.....	17	288,000
TOTAL LIABILITIES.....	18	\$61,914,000

EQUITY CAPITAL

Preferred Stock.....	19	-0-
Common Stock.....	20	484,000
Paid-in Surplus.....	21	1,219,000
Other Capital Accounts	22	(143,000)
Retained Earnings	23	2,783,000
TOTAL EQUITY CAPITAL	24	\$ 4,343,000
TOTAL LIABILITIES AND EQUITY CAPITAL.....	25	\$66,257,000

PITTSBURG

Cypress Bank, Federal Savings Bank

Street Address: 120 S. Greer Blvd., 75686

903/856-6653

Mail Address: P.O. Box 849, 75686

FAX 903/856-5822

Managing Officer: Gary Y. Bicknell, President

Other Officers: E.E. Julian, VP; R.F. Cook, Jr., VP; Jan Branch, VP; B. Gooding, VP;
Don Reynolds, Secretary; Martha Davis, AVP

Board of Directors: David Lake, Chairman, R.F. Cook, Jr., E.E. Julian, John C.
Spencer, Jr., Donald W. Reynolds, Gary Y. Bicknell, Charles Johns

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, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 1,396,000.
Securities and Investments	02	7,150,000.
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	328,400.
Mortgage Loans (Incl. MBS)	04	32,261,000.
Federal Funds Sold	05	—
Other Loans	06	14,315,000.
Real Estate Owned	07	13,000.
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	934,000.
Investments in Subsidiary Corporations	10	43,000.
Goodwill	11	-0-
Other Assets and Deferred Charges	12	172,600.
TOTAL ASSETS	13	\$ 56,613,000.

LIABILITIES

Deposit Accounts	14	46,920,000.
Advances from FHLB of Dallas	15	5,689,000.
Other Borrowed Money	16	0.
Other Liabilities	17	378,000.
TOTAL LIABILITIES	18	\$ 52,987,000.

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	1,011,000.
Paid-in Surplus	21	366,000.
Other Capital Accounts	22	(46,000.)
Retained Earnings	23	2,295,000.
TOTAL EQUITY CAPITAL	24	\$ 3,626,000.
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 56,613,000.

REFUGIO

Olympic Savings Association

Street Address: 707 Commerce, 78377

512/526-2318

Mail Address: P.O. Drawer 1010, 78377

FAX 512/526-2310

E-Mail: osavings@icsi.net

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, 1999

ASSETS

Cash on Hand and Other Deposits	01 \$	328,000
Securities and Investments	02	5,256,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	290,000
Mortgage Loans (Incl. MBS)	04	17,161,000
Federal Funds Sold	05	1,575,000
Other Loans	06	193,000
Real Estate Owned	07	14,000
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	368,000
Investments in Subsidiary Corporations	10	-0-
Goodwill	11	-0-
Other Assets and Deferred Charges	12	16,000
TOTAL ASSETS	13 \$	25,201,000

LIABILITIES

Deposit Accounts	14	19,910,000
Advances from FHLB of Dallas	15	1,000,000
Other Borrowed Money	16	-0-
Other Liabilities	17	319,000
TOTAL LIABILITIES	18 \$	21,229,000

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	254,000
Paid-in Surplus	21	53,000
Other Capital Accounts	22	-0-
Retained Earnings	23	3,665,000
TOTAL EQUITY CAPITAL	24 \$	3,972,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$	25,201,000

SAN ANTONIO

USAA Federal Savings Bank

Street Address: 10750 McDermott Frwy., 78288-0545

210/498-2211

Mail Address: 10750 McDermott Frwy., 78288-0545

FAX 210/498-7928

Managing Officer: Mark H. Wright, President/CEO

Other Officers: J. Carryl Seaman, SVP; John C. Swanson, Jr., SVP; Robert R. Taylor, SVP; Judy K. McCormick, VP/Secretary

Board of Directors: Robert G. Davis, Chairman, Charles E. Bishop, Arthur R.

Emerson, Carlos R. Montemayor, James E. Olsson, Jane B. Phipps, David M.

Robinson, Mark H. Wright

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, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 166,060,000
Securities and Investments	02	280,158,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	22,746,000
Mortgage Loans (Incl. MBS)	04	1,083,758,000
Federal Funds Sold	05	
Other Loans	06	7,123,839,000
Real Estate Owned	07	24,000
Investment in Real Estate	08	412,000
Office Premises & Equipment, net	09	118,453,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	135,660,000
TOTAL ASSETS	13	\$ 8,931,110,000

LIABILITIES

Deposit Accounts	14	5,357,808,000
Advances from FHLB of Dallas	15	160,000,000
Other Borrowed Money	16	2,458,671,000
Other Liabilities	17	148,724,000
TOTAL LIABILITIES	18	\$ 8,125,203,000

EQUITY CAPITAL

Preferred Stock	19	25,100,000
Common Stock	20	18,000,000
Paid-in Surplus	21	191,855,000
Other Capital Accounts	22	0
Retained Earnings	23	570,952,000
TOTAL EQUITY CAPITAL	24	\$ 805,907,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 8,931,110,000

SAN MARCOS

Balcones Bank, SSB

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

512/396-2468

Mail Address: P.O. Drawer 926, 78667

FAX 512/353-0478

E-Mail:

WEBSITE www.balconesbank.com

Managing Officer: W. Chapman Bell, President

Other Officers: Wayne Becak, SVP; Ben Whitten, VP; Tim Snodgrass, VP; Tom Brown, VP; Joe Kenworthy, VP; Patty Sullivan, Secretary/Treasurer

Board of Directors: Brian McCoy, Chairman, Howard Yeargan, Vice Chairman, W. Chapman Bell, Patty Sullivan, Frank Irby, C.R. (Chuck) Churchwell III

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, 1999

ASSETS		(In Thousands)
Cash on Hand and Other Deposits	01	\$ 8,366
Securities and Investments	02	9,946
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,156
Mortgage Loans (Incl. MBS)	04	59,423
Federal Funds Sold	05	
Other Loans	06	3,022
Real Estate Owned	07	
Investment in Real Estate	08	
Office Premises & Equipment, net	09	1,912
Investments in Subsidiary Corporations	10	
Goodwill	11	
Other Assets and Deferred Charges	12	1,285
TOTAL ASSETS	13	\$ 85,110
LIABILITIES		
Deposit Accounts	14	51,949
Advances from FHLB of Dallas	15	22,827
Other Borrowed Money	16	
Other Liabilities	17	65
TOTAL LIABILITIES	18	\$ 74,841
EQUITY CAPITAL		
Preferred Stock	19	
Common Stock	20	6,650
Paid-in Surplus	21	2,897
Other Capital Accounts	22	(225)
Retained Earnings	23	947
TOTAL EQUITY CAPITAL	24	\$ 10,269
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 85,110

SMITHVILLE

Community Bank of Central Texas ssb

Street Address: 312 Main St., 78957

512/237-2482

Mail Address: P.O. Box 569, 78957

800/494-2482

E-Mail: cbank2@flash.net

WEBSITE www.cbank1.com

Managing Officer: Brad Hurta, President

FAX 512/237-2484

Other Officers: Nancy M. Janecek, VP; Lynn Frerich, VP; Marybeth Claiborne,
Treasurer

Board of Directors: Barry Hannath, Chairman, Jim Cowan, Vernon Richards, Mike C.
Maney, Gordon Fowler, Brad Hurta, Clinton Wright, Gina Chowis, Rodney
Lawger

Charter Number: 543

Number of Authorized Branches: 0

Charter Date: 08/07/34

Number of Operating Branches: 0

Date Insured: 12/22/34

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1999 UNAUDITED

ASSETS

Cash on Hand and Other Deposits	01 \$ 2,215,000
Securities and Investments	02 <u>5,255,600</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 <u>496,400</u>
Mortgage Loans (Incl. MBS)	04 <u>28,721,000</u>
Federal Funds Sold	05 <u>0</u>
Other Loans	06 <u>4,358,000</u>
Real Estate Owned	07 <u>0</u>
Investment in Real Estate	08 <u>0</u>
Office Premises & Equipment, net	09 <u>1,355,000</u>
Investments in Subsidiary Corporations	10 <u>1,000</u>
Goodwill	11 <u>0</u>
Other Assets and Deferred Charges	12 <u>426,000</u>
TOTAL ASSETS	13 \$ <u>42,828,000</u>

LIABILITIES

Deposit Accounts	14 <u>32,363,000</u>
Advances from FHLB of Dallas	15 <u>7,392,000</u>
Other Borrowed Money	16 <u>0</u>
Other Liabilities	17 <u>72,000</u>
TOTAL LIABILITIES	18 \$ <u>39,827,000</u>

EQUITY CAPITAL

Preferred Stock	19 <u>0</u>
Common Stock	20 <u>0</u>
Paid-in Surplus	21 <u>0</u>
Other Capital Accounts	22 <u>-(213,000)</u>
Retained Earnings	23 <u>3,214,000</u>
TOTAL EQUITY CAPITAL	24 \$ <u>3,001,000</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ <u>42,828,000</u>

SNYDER

Texas Savings Bank ssb

Street Address: 2619 College Ave., 79549

915/573-9305

Mail Address: P.O. Box 830, 79550

FAX 915/573-0235

E-Mail: texasvbk@snydertex.com

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

Other Officers: Kendra Stephens, VP; Darryl Calley, VP

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

Charter Number: 356

Number of Authorized Branches: 1

Charter Date: 03/30/99

Number of Operating Branches: 1

Date Insured: 08/09/89

Number of Operating Agencies: 1

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	<u>\$2,589,000</u>
Securities and Investments	02	<u>2,434,000</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>390,000</u>
Mortgage Loans (Incl. MBS)	04	<u>31,941,000</u>
Federal Funds Sold	05	<u>-0-</u>
Other Loans	06	<u>3,042,000</u>
Real Estate Owned	07	<u>24,000</u>
Investment in Real Estate	08	<u>-0-</u>
Office Premises & Equipment, net	09	<u>202,000</u>
Investments in Subsidiary Corporations	10	<u>-0-</u>
Goodwill	11	<u>-0-</u>
Other Assets and Deferred Charges	12	<u>299,000</u>
TOTAL ASSETS	13	<u>\$40,921,000</u>

LIABILITIES

Deposit Accounts	14	<u>33,389,000</u>
Advances from FHLB of Dallas	15	<u>2,845,000</u>
Other Borrowed Money	16	<u>-0-</u>
Other Liabilities	17	<u>219,000</u>
TOTAL LIABILITIES	18	<u>\$36,453,000</u>

EQUITY CAPITAL

Preferred Stock	19	<u>-0-</u>
Common Stock	20	<u>300,000</u>
Paid-in Surplus	21	<u>-0-</u>
Other Capital Accounts	22	<u>(25,000)</u>
Retained Earnings	23	<u>4,193,000</u>
TOTAL EQUITY CAPITAL	24	<u>\$ 4,468,000</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	25	<u>\$40,921,000</u>

TERRELL

Heritage Savings Bank, SSB

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: W.E. Bond, SVP; Tina Hyder, Controller; Jay Champion, Loan Officer

Board of Directors: Pat Baker, Chairman, Margaret Clayton, Joe T. Rogers, Mary

Gayle Ramsey, Dr. M.L. Risinger, J.M. Catlin, Robert E. Watson

Charter Number: 33

Number of Authorized Branches: 0

Charter Date: 10/01/99

Number of Operating Branches: 0

Date Insured: 1934

Number of Operating Agencies: 1

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$3,746,136
Securities and Investments	02	9,149,883
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	416,000
Mortgage Loans (Incl. MBS)	04	28,913,977
Federal Funds Sold	05	0
Other Loans	06	573,823
Real Estate Owned	07	0
Investment in Real Estate	08	145,828
Office Premises & Equipment, net	09	138,872
Investments in Subsidiary Corporations	10	128,402
Goodwill	11	0
Other Assets and Deferred Charges	12	329,729
TOTAL ASSETS	13	\$43,542,650

LIABILITIES

Deposit Accounts	14	37,785,564
Advances from FHLB of Dallas	15	1,000,000
Other Borrowed Money	16	0
Other Liabilities	17	157,577
TOTAL LIABILITIES	18	\$38,943,146

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	0
Paid-in Surplus	21	0
Other Capital Accounts	22	128,402
Retained Earnings	23	4,471,102
TOTAL EQUITY CAPITAL	24	\$4,599,504
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$43,542,650

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

E-Mail: firstfederal@tyler.net

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., Derrell W. Chapman, Advisory Director

Charter Number: 1610

Number of Authorized Branches: 2

Charter Date: 07/24/23

Number of Operating Branches: 2

Date Insured: 07/20/39

Number of Operating Agencies: 2

Branch Locations: Tyler, Whitehouse

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS	Unaudited (In Thousands)
Cash on Hand and Other Deposits	01 \$ 1,163
Securities and Investments	02 72,298
Stock in Federal Home Loan Bank/Federal Reserve Bank ...	03 2,761
Mortgage Loans (Incl. MBS)	04 73,892
Federal Funds Sold	05 2,569
Other Loans	06 3,166
Real Estate Owned	07 0
Investment in Real Estate	08 0
Office Premises & Equipment, net	09 2,601
Investments in Subsidiary Corporations	10 0
Goodwill	11 0
Other Assets and Deferred Charges	12 1,277
TOTAL ASSETS	13 \$ 159,727
LIABILITIES	
Deposit Accounts	14 86,732
Advances from FHLB of Dallas	15 54,473
Other Borrowed Money	16 0
Other Liabilities	17 1,125
TOTAL LIABILITIES	18 \$ 142,330
EQUITY CAPITAL	
Preferred Stock	19 0
Common Stock	20 12
Paid-in Surplus	21 5,738
Other Capital Accounts	22 (668)
Retained Earnings	23 12,315
TOTAL EQUITY CAPITAL.....	24 17,397
TOTAL LIABILITIES AND EQUITY CAPITAL	25 159,727

VICTORIA

FirstCapital Bank, ssb

Street Address: 1205 N. Navarro, 77901

361/573-5241

Mail Address: P.O. Box 2118, 77902

FAX 361/573-1803

E-Mail:

WEBSITE www.firstcapitalonline.com

Managing Officer: D. Michael Hunter, Chairman/CEO

Other Officers: Steve Hipes, President/COO; Keith Hogan, EVP/Secretary; Dan Conroy, EVP/CFO; Bob Kuhn, EVP; Michael J. Brown, SVP; Kathy Brookhouser, SVP/Controller; Stan Hubenak, FVP; Billy Perkins, FVP; Geri Schroeder, SVP; Becky Showers, SVP; Beverley Flessner, FVP; Royce Moran, FVP; Dennis Vanek, FVP; Joe Mitchell, FVP

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

Charter Number: 17

Number of Authorized Branches: 23

Charter Date: 12/2/96

Number of Operating Branches: 23

Date Insured: 02/10/50

Number of Operating Agencies: 1

Branch Locations: Alice, Aransas Pass, Corpus Christi, Cuero, Edna, Gonzales, Hallettsville, Houston, Kingsville, Port Aransas, Port Lavaca, Portland, Rockport, Seguin, Sinton, Victoria, Yoakum, Yorktown

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$ 17,065,000
Securities and Investments	02	29,951,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	2,015,000
Mortgage Loans (Incl. MBS)	04	327,130,000
Federal Funds Sold	05	4,515,000
Other Loans	06	111,005,000
Real Estate Owned	07	641,000
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	15,060,000
Investments in Subsidiary Corporations	10	650,000
Goodwill	11	18,778,000
Other Assets and Deferred Charges	12	6,689,000
TOTAL ASSETS	13	\$533,499,000

LIABILITIES

Deposit Accounts	14	471,013,000
Advances from FHLB of Dallas	15	12,228,000
Other Borrowed Money	16	-0-
Other Liabilities	17	4,431,000
TOTAL LIABILITIES	18	\$487,672,000

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	1,317,000
Paid-in Surplus	21	39,375,000
Other Capital Accounts	22	(1,350,000)
Retained Earnings	23	6,485,000
TOTAL EQUITY CAPITAL	24	\$ 45,827,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$533,499,000

WACO

Synergy Bank, S.S.B.

Street Address: 510 North Valley Mills Dr., 76710

254/399-0700

Mail Address: 510 North Valley Mills Dr., 76710

FAX 254/751-0730

Managing Officer: Mark W. Sheffield

Other Officers: David W. Jones, Douglas J. Still, Greg T. Johnson, Keri T. Binnion,
Helen R. Bridges, Carla G. Almon, Stephen P. Kehl, Dionea F. Stepp, Sherry A.
Lormand, Sandra K. Meeks, Steve Doty

Board of Directors: Charles D. Jones, Chairman, Edward Arredondo, Walt Fair, Dr.
Bill Blair, Mike Milligan, Frank Alexander, Mark Sheffield, Cecil Dunham

Charter Number: 25

Number of Authorized Branches: 0

Charter Date: 3/4/98

Number of Operating Branches: 0

Date Insured: 3/20/98

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1999

ASSETS

Cash on Hand and Other Deposits	01	\$3,195,000
Securities and Investments	02	2,964,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Incl. MBS)	04	12,965,000
Federal Funds Sold	05	1,740,000
Other Loans	06	18,877,000
Real Estate Owned	07	77,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	566,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	976,000
TOTAL ASSETS	13	\$41,360,000

LIABILITIES

Deposit Accounts	14	35,555,000
Advances from FHLB of Dallas	15	0
Other Borrowed Money	16	1,500,000
Other Liabilities	17	216,000
TOTAL LIABILITIES	18	\$37,271,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	4,000,000
Paid-in Surplus	21	1,000,000
Other Capital Accounts	22	(23,000)
Retained Earnings	23	(888,000)
TOTAL EQUITY CAPITAL	24	\$4,089,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$41,360,000

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