

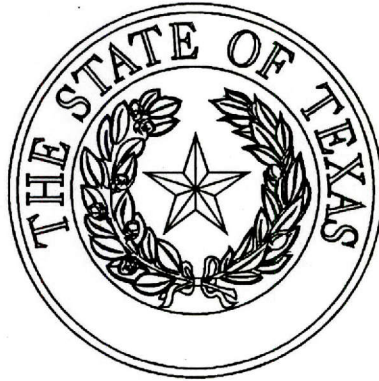
TXD S400.3 AN78 1998
11/20/99 11/04
D. L. 0610 40488379
University of Texas-Pan American
Texas State Document

Texas Savings & Loan Department

Seventieth Annual Report

of

Savings Institutions



U.S. GOVERNMENT DOCUMENT
DEPOSITORY LIBRARY NO. 610

NOV 24 1999

UNIVERSITY OF TEXAS PAN AMERICAN
EDINBURG TEXAS 78539-2999

James L. Pledger

Savings & Loan Commissioner

of Texas

December 31, 1998

FINANCE COMMISSION OF TEXAS

MEMBERS

W. D. Hilton, Jr., Chairman
Jeff Austin, Jr.
Steven C. Hastings
Deborah Hinton Kovacevich
Marlene Martin
Manuel J. Mehos
Buddy Puente, Jr.
John L. Snider
Robert V. Wingo

Garland
Jacksonville
Arlington
Jewett
San Antonio
Houston
Fort Worth
Center
El Paso

TEXAS SAVINGS AND LOAN DEPARTMENT

2601 North Lamar, Suite 201
Austin, Texas 78705

512/475-1350
FAX 512/475-1360

Staff

James L. Pledger
John De Marines
Margaret Wofford
Clark Johnson
Teresa Scarborough
Brynda Ross
David de la Rosa

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

Examiners

Richard Allen	Leon Buck
Douglas Foster	Harold Rogers
Patsy Smith	Thomas Shifflett

TABLE OF CONTENTS

Table I -	Number of Associations in Texas	1
Table II -	Branching in Texas - December 31, 1998	2
Table III -	Stock and Mutual Associations in Texas	3
Table IV -	Standard Metropolitan Statistical Areas	4
Table V -	Comparative Classification of Associations	5
Table VI -	Combined Statement of Condition Domestic State and Federally Chartered Associations in Texas	6
Table VII -	Combined Statement of Condition Domestic State Chartered Savings Institutions	7
Table VIII -	Combined Statement of Condition Federally Chartered Savings and Loan Associations	8
Table IX -	Total Assets of Associations in Texas by Counties	9
Table X -	Texas Associations -- By Asset Size	15
Table XI -	Texas Associations -- By Deposit Size	17
	De novo State Savings Banks	19
	De novo Federal Institutions	19
	Conversions to State Savings Bank	19
	National Bank Merger With State Savings Bank Survivor	19
	State Savings Association Merger With State Savings Bank Survivor	20
	State Savings Bank Merger With National Bank Survivor	20
	State Chartered Name Changes Approved	20
	Change of Control of State Savings Bank Approved	20
	State Chartered Purchase/Sale of Branch Offices Approved	20
	Federal Institution Purchase/Sale of Branch Offices Approved	20

State Chartered Branch Offices Approved	21
Federally Chartered Branch Offices Approved	21
Federally Chartered Branch Office Relocation Approved	21
State Chartered Home Office Relocation Approved	22
1999 Subsequent State Activity	23
Home Office By City	24
Index of Institutions	27

TABLE I

NUMBER OF ASSOCIATIONS IN TEXAS

TYPE OF ASSOCIATION	12/31/98	12/31/97	PERCENT CHANGE
STATE CHARTERED			
STOCK	23	19	21.1%
MUTUAL	3	2	50.0%
TOTAL STATE	26	21	23.8%
FEDERAL CHARTERED			
STOCK	21	22	-4.5%
MUTUAL	6	6	0.0%
TOTAL FEDERAL	27	28	-3.6%
TOTAL STATE AND FEDERAL	53	49	8.2%

TABLE II

BRANCHING IN TEXAS - DECEMBER 31, 1998

TYPE CHARTER	ASSNS	BRANCHES	ASSOCIATIONS WITH BRANCHES	ASSOCIATIONS WITHOUT BRANCHES
STATE	26	184	20	6
FEDERAL	27	272	18	9
TOTAL	53	456	38	15

TABLE III

STOCK AND MUTUAL ASSOCIATIONS IN TEXAS

DECEMBER 31, 1998

TYPE OF ASSOCIATION	NO. OF ASSNS	DEPOSITS	ASSETS	LOANS	NET WORTH
STATE CHARTERED					
STOCK	23	\$7,069,107,368	\$12,560,970,353	\$7,605,475,330	\$1,039,514,623
MUTUAL	3	251,199,909	308,882,867	219,357,673	32,485,543
TOTAL STATE	26	\$7,320,307,277	\$12,869,853,220	\$7,824,833,003	\$1,072,000,166
FEDERAL CHARTERED					
STOCK	21	\$21,302,505,282	\$39,544,983,010	\$35,026,398,457	\$3,058,006,976
MUTUAL	6	370,292,505	450,230,741	374,616,667	39,755,200
TOTAL FEDERAL	27	\$21,672,797,787	\$39,995,213,751	\$35,401,015,124	\$3,097,762,176
TOTAL	53	\$28,993,105,064	\$52,865,066,971	\$43,225,848,127	\$4,169,762,342

TABLE IV

STANDARD METROPOLITAN STATISTICAL AREAS

SMSA	NO. OF ASSNS	TOTAL ASSETS	TOTAL DEPOSITS
AUSTIN	4	3,664,926,000	437,923,000
BEAUMONT-PORT ARTHUR-ORANGE	2	878,694,500	787,262,460
CORPUS CHRISTI	1	698,846,000	561,606,000
DALLAS-FORT WORTH	10	16,555,339,000	9,999,595,100
BRYAN-COLLEGE STATION	3	2,513,875,200	2,090,357,400
GALVESTON-TEXAS CITY	0	0	0
HOUSTON	8	19,161,099,000	9,076,478,500
LUBBOCK	0	0	0
MIDLAND	0	0	0
ODESSA	0	0	0
SAN ANTONIO	1	7,184,393,000	4,224,117,000
SAN ANGELO	0	0	0
TYLER	2	170,656,000	124,338,000
WICHITA FALLS	0	0	0
BROWNSVILLE-HARLINGEN-SAN BENITO	0	0	0
PANHANDLE	1	63,714,000	55,741,000
KILLEEN-TEMPLE	0	0	0
EL PASO	0	0	0
SHERMAN-DENISON	0	0	0
MCALLEN-PHARR-EDINBURG	0	0	0
ABILENE	0	0	0
LAREDO	0	0	0
LONGVIEW	0	0	0
WACO	0	0	0
TEXARKANA	0	0	0
WEST REGION	6	438,720,160	352,033,670
NORTHEAST REGION	6	721,305,741	580,962,134
SOUTHEAST REGION	5	299,589,150	261,882,780
SOUTH REGION	4	513,909,220	440,808,020
TOTALS	53	\$52,865,066,971	\$28,993,105,064

TABLE V

COMPARATIVE CLASSIFICATION OF ASSOCIATIONS
(BY ASSET SIZE)

ASSET SIZE (MILLIONS)		NO. OF ASSNS	%	TOTAL ASSETS IN SIZE GROUP	
FROM	TO				%
0	9	0	0.00%	\$0	0.00%
9	10	0	0.00%	0	0.00%
10	12	1	1.89%	10,818,000	0.02%
12	15	0	0.00%	0	0.00%
15	20	1	1.89%	16,738,000	0.03%
20	25	0	0.00%	0	0.00%
25	30	3	5.66%	83,515,679	0.16%
30	40	1	1.89%	39,806,000	0.08%
40	50	8	15.09%	342,655,911	0.65%
50	75	8	15.09%	506,106,759	0.96%
75	100	5	9.43%	446,449,916	0.84%
100	150	4	7.55%	494,445,387	0.94%
150	200	3	5.66%	527,698,715	1.00%
200	250	2	3.77%	438,647,914	0.83%
250	300	3	5.66%	795,228,000	1.50%
300	400	1	1.89%	316,168,000	0.60%
400	500	1	1.89%	419,174,186	0.79%
500	600	1	1.89%	577,505,000	1.09%
600	1,000	3	5.66%	2,122,468,504	4.01%
1,000	2,000	2	3.77%	3,186,283,000	6.03%
2,000	3,000	2	3.77%	4,991,343,000	9.44%
3,000	4,000	1	1.89%	3,519,046,000	6.66%
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	1	1.89%	7,184,393,000	13.59%
8,000	9,000	0	0.00%	0	0.00%
9,000	AND UP	2	3.77%	26,846,576,000	50.78%
TOTALS		53	100.00%	\$52,865,066,971	100.00%

TABLE VI

COMBINED STATEMENT OF CONDITION
DOMESTIC STATE AND FEDERALLY CHARTERED ASSOCIATIONS IN TEXAS
AS OF DECEMBER 31, 1998 AND DECEMBER 31, 1997

	53 ASSOCIATIONS 12/31/98	49 ASSOCIATIONS 12/31/97	INCREASE/ (DECREASE)	% CHANGE
ASSETS				
CASH ON HAND AND DEMAND DEPOSITS	\$1,154,990,457	\$909,750,152	\$245,240,305	27.0%
SECURITIES AND INVESTMENTS	4,275,596,828	3,146,162,009	1,129,434,819	35.9%
STOCK IN FEDERAL HOME LOAN BANK/FEDERAL RESERVE BANK	820,887,969	418,022,160	402,865,809	96.4%
MORTGAGE LOANS (INCLUDES MORTGAGE BACKED SECURITIES)	27,004,467,412	32,174,569,445	(5,170,102,033)	-16.1%
FEDERAL FUNDS SOLD	789,233,854	913,637,000	(124,403,146)	-13.6%
OTHER LOANS	16,221,380,715	6,818,844,382	9,402,536,333	137.9%
REAL ESTATE OWNED	174,798,494	133,365,963	41,432,531	31.1%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	55,551,059	54,954,733	596,326	1.1%
OFFICE PREMISES & EQUIPMENT, NET	558,122,399	394,978,286	163,144,113	41.3%
INVESTMENTS IN SUBSIDIARY CORPORATIONS	22,687,793	21,774,049	913,744	4.2%
GOODWILL	194,553,837	84,913,585	109,640,252	129.1%
OTHER ASSETS AND DEFERRED CHARGES	1,592,796,154	1,062,569,472	530,226,682	49.9%
TOTAL ASSETS	\$52,865,066,971	\$46,133,541,236	\$6,731,525,735	14.6%
LIABILITIES AND EQUITY CAPITAL				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$28,993,105,064	\$25,259,004,359	\$3,734,100,705	14.8%
ADVANCES FROM FHLB DALLAS	14,512,579,719	6,588,866,171	7,923,713,548	120.3%
OTHER BORROWED MONEY	3,254,456,000	9,313,698,755	(6,059,242,755)	-65.1%
OTHER LIABILITIES	1,935,163,846	614,646,399	1,320,517,447	214.8%
TOTAL LIABILITIES	\$48,695,304,629	\$41,776,215,684	\$6,919,088,945	16.6%
EQUITY CAPITAL:				
PREFERRED STOCK	\$296,170,902	\$321,147,304	(\$24,976,402)	-7.8%
COMMON STOCK	65,147,769	49,719,629	15,428,140	31.0%
PAID-IN SURPLUS	1,917,647,553	1,321,800,467	595,847,086	45.1%
OTHER CAPITAL ACCOUNTS	6,178,831	(10,887,661)	17,066,492	-156.8%
RETAINED EARNINGS	1,884,617,287	1,761,908,813	122,708,474	7.0%
TOTAL EQUITY CAPITAL	\$4,169,762,342	\$3,443,688,552	\$726,073,790	21.1%
TOTAL LIABILITIES AND EQUITY CAPITAL	\$52,865,066,971	\$45,219,904,236	\$7,645,162,735	16.9%

TABLE VII

**COMBINED STATEMENT OF CONDITION
DOMESTIC STATE CHARTERED SAVINGS INSTITUTIONS
AS OF DECEMBER 31, 1998 AND DECEMBER 31, 1997**

	26 ASSOCIATIONS 12/31/98	21 ASSOCIATIONS 12/31/97	INCREASE/ (DECREASE)	% CHANGE
ASSETS				
CASH ON HAND AND DEMAND DEPOSITS	\$323,558,071	\$275,238,061	\$48,320,010	17.6%
SECURITIES AND INVESTMENTS	3,649,859,008	663,139,496	2,986,719,512	450.4%
STOCK IN FEDERAL HOME LOAN BANK/FEDERAL RESERVE BANK	235,387,800	60,766,500	174,621,300	287.4%
MORTGAGE LOANS (INCLUDES MORTGAGE BACKED SECURITIES)	6,565,498,447	6,608,203,932	(42,705,485)	-0.6%
FEDERAL FUNDS SOLD	366,973,463	424,817,729	(57,844,266)	-13.6%
OTHER LOANS	1,259,334,556	449,014,468	810,320,088	180.5%
REAL ESTATE OWNED	61,658,361	50,212,415	11,445,946	22.8%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	50,934,268	51,612,746	(678,478)	-1.3%
OFFICE PREMISES & EQUIPMENT, NET	123,257,287	84,487,835	38,769,452	45.9%
INVESTMENTS IN SUBSIDIARY CORPORATIONS	8,930,350	15,272,526	(6,342,176)	-41.5%
GOODWILL	81,596,028	30,770,605	50,825,423	165.2%
OTHER ASSETS AND DEFERRED CHARGES	142,865,581	108,534,377	34,331,204	31.6%
TOTAL ASSETS	\$12,869,853,220	\$8,822,070,690	\$4,047,782,530	45.9%
LIABILITIES AND EQUITY CAPITAL				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$7,320,307,277	\$5,764,615,705	\$1,555,691,572	27.0%
ADVANCES FROM FHLB DALLAS	4,232,310,655	703,597,190	3,528,713,465	501.5%
OTHER BORROWED MONEY	113,653,000	1,134,525,028	(1,020,872,028)	-90.0%
OTHER LIABILITIES	131,582,122	122,762,355	8,819,767	7.2%
TOTAL LIABILITIES	\$11,797,853,054	\$7,725,500,278	\$4,072,352,776	52.7%
EQUITY CAPITAL:				
PREFERRED STOCK	\$73,680,000	\$76,880,000	(\$3,200,000)	-4.2%
COMMON STOCK	33,812,269	21,507,718	12,304,551	57.2%
PAID-IN SURPLUS	466,076,084	232,264,239	233,811,845	100.7%
OTHER CAPITAL ACCOUNTS	7,644,508	(5,891,096)	13,535,604	-229.8%
RETAINED EARNINGS	490,787,305	346,991,822	143,795,483	41.4%
TOTAL EQUITY CAPITAL	\$1,072,000,166	\$671,752,683	\$400,247,483	59.6%
TOTAL LIABILITIES AND EQUITY CAPITAL	\$12,869,853,220	\$8,397,252,961	\$4,472,600,259	53.3%

TABLE VIII

COMBINED STATEMENT OF CONDITION
FEDERALLY CHARTERED SAVINGS AND LOAN ASSOCIATIONS
AS OF DECEMBER 31, 1998 AND DECEMBER 31, 1997

	27 ASSOCIATIONS 12/31/98	28 ASSOCIATIONS 12/31/97	INCREASE/ (DECREASE)	% CHANGE
ASSETS				
CASH ON HAND AND DEMAND DEPOSITS	\$831,432,386	\$634,512,091	\$196,920,295	31.0%
SECURITIES AND INVESTMENTS	625,737,820	2,483,022,513	(1,857,284,693)	-74.8%
STOCK IN FEDERAL HOME LOAN BANK/FEDERAL RESERVE BANK	585,500,169	357,255,660	228,244,509	63.9%
MORTGAGE LOANS (INCLUDES MORTGAGE BACKED SECURITIES)	20,438,968,965	25,566,365,513	(5,127,396,548)	-20.1%
FEDERAL FUNDS SOLD	422,260,391	488,819,271	(66,558,880)	-13.6%
OTHER LOANS	14,962,046,159	6,369,829,914	8,592,216,245	134.9%
REAL ESTATE OWNED	113,140,133	83,153,548	29,986,585	36.1%
INVESTMENT IN REAL ESTATE (OTHER THAN REO)	4,616,791	3,341,987	1,274,804	38.1%
OFFICE PREMISES & EQUIPMENT, NET	434,865,112	310,490,451	124,374,661	40.1%
INVESTMENTS IN SUBSIDIARY CORPORATIONS	13,757,443	6,501,523	7,255,920	111.6%
GOODWILL	112,957,809	54,142,980	58,814,829	108.6%
OTHER ASSETS AND DEFERRED CHARGES	1,449,930,573	954,035,095	495,895,478	52.0%
TOTAL ASSETS	\$39,995,213,751	\$37,311,470,546	\$2,683,743,205	7.2%
LIABILITIES AND EQUITY CAPITAL				
LIABILITIES:				
DEPOSIT ACCOUNTS	\$21,672,797,787	\$19,494,388,654	\$2,178,409,133	11.2%
ADVANCES FROM FHLB DALLAS	10,280,269,064	5,885,268,981	4,395,000,083	74.7%
OTHER BORROWED MONEY	3,140,803,000	8,179,173,727	(5,038,370,727)	-61.6%
OTHER LIABILITIES	1,803,581,724	491,884,044	1,311,697,680	266.7%
TOTAL LIABILITIES	\$36,897,451,575	\$34,050,715,406	\$2,846,736,169	8.4%
EQUITY CAPITAL:				
PREFERRED STOCK	\$222,490,902	\$244,267,304	(\$21,776,402)	-8.9%
COMMON STOCK	31,335,500	28,211,911	3,123,589	11.1%
PAID-IN SURPLUS	1,451,571,469	1,089,536,228	362,035,241	33.2%
OTHER CAPITAL ACCOUNTS	(1,465,677)	(4,996,565)	3,530,888	-70.7%
RETAINED EARNINGS	1,393,829,982	1,414,916,991	(21,087,009)	-1.5%
TOTAL EQUITY CAPITAL	\$3,097,762,176	\$2,771,935,869	\$325,826,307	11.8%
TOTAL LIABILITIES AND EQUITY CAPITAL	\$39,995,213,751	\$36,822,651,275	\$3,172,562,476	8.6%

TABLE IX

TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES
DECEMBER 31, 1998

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	41,176,000
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	39,806,000
BAYLOR	4,385	0	0	0
BEE	25,135	0	0	0
BELL	191,088	0	0	0
BEXAR	1,185,394	0	1	7,184,393,000
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	2,513,875,186
BREWSTER	8,681	0	0	0
BRISCOE	1,971	0	0	0
BROOKS	8,204	0	1	44,717,500
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	50,402,000
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	260,188,000
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, 1998

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
COLORADO	18,383	0	0	\$0
COMAL	51,832	0	0	0
COMMANCHE	13,381	0	0	0
CONCHO	3,044	0	0	0
COOKE	30,777	0	0	0
CORYELL	64,213	0	0	0
COTTLE	2,247	0	0	0
CRANE	4,652	0	0	0
CROCKETT	4,078	0	0	0
CROSBY	7,304	0	0	0
CULBERSON	3,407	0	0	0
DALLAM	5,461	0	1	73,031,000
DALLAS	1,852,810	2	3	15,410,805,261
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	178,180,715
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	0	0	0
ERATH	27,991	0	0	0
FALLS	17,712	0	0	0
FANNIN	24,804	0	0	0
FAYETTE	20,095	1	0	59,659,587
FISHER	4,842	0	0	0
FLOYD	8,497	0	0	0
FOARD	1,794	0	0	0
FORT BEND	225,421	0	1	316,168,000
FRANKLIN	7,802	0	0	0
FREESTONE	15,818	0	0	0
FRIO	13,472	0	0	0
GAINES	14,123	0	0	0
GALVESTON	217,399	0	0	0
GARZA	5,143	0	0	0
GILLESPIE	17,204	0	0	0
GLASSCOCK	1,447	0	0	0
GOLIAD	5,980	0	0	0

TABLE IX

TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES
DECEMBER 31, 1998

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
GONZALES	17,205	0	0	\$0
GRAY	23,967	0	0	0
GRAYSON	95,021	0	0	0
GREGG	104,948	0	0	0
GRIMES	18,828	0	0	0
GUADALUPE	64,873	0	0	0
HALE	34,671	0	0	0
HALL	3,905	0	0	0
HAMILTON	7,733	0	0	0
HANSFORD	5,848	0	0	0
HARDEMAN	5,283	0	0	0
HARDIN	41,320	0	0	0
HARRIS	2,818,199	2	5	18,844,930,764
HARRISON	57,483	0	0	0
HARTLEY	3,634	0	0	0
HASKELL	6,820	0	0	0
HAYS	65,614	1	0	65,685,000
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	42,685,756
JASPER	31,102	0	0	0
JEFF DAVIS	1,946	0	0	0
JEFFERSON	239,397	1	0	714,732,504
JIM HOGG	5,109	0	0	0
JIM WELLS	37,679	0	0	0
JOHNSON	97,165	0	0	0
JONES	16,490	0	0	0
KARNES	12,455	0	0	0
KAUFMAN	52,220	0	1	46,791,492
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, 1998

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	214,943,914
LAMB	15,072	0	1	41,475,163
LAMPASAS	13,521	0	0	0
LA SALLE	5,254	0	0	0
LAVACA	18,690	0	0	0
LEE	12,854	0	0	0
LEON	12,665	0	0	0
LIBERTY	52,726	0	0	0
LIMESTONE	20,946	0	0	0
LIPSCOMB	3,143	0	0	0
LIVE OAK	9,556	0	0	0
LLANO	11,631	0	0	0
LOVING	107	0	0	0
LUBBOCK	222,636	0	0	0
LYNN	6,758	0	0	0
MCCULLOCH	8,778	0	0	0
MCLENNAN	189,123	1	0	40,004,000
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, 1998

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
NOLAN	16,594	0	0	\$0
NUECES	291,145	0	1	698,846,000
OCHILTREE	9,128	1	0	63,714,000
OLDHAM	2,278	0	0	0
ORANGE	80,509	1	0	163,962,000
PALO PINTO	25,055	0	0	0
PANOLA	22,035	0	0	0
PARKER	64,785	0	0	0
PARMER	9,863	0	0	0
PECOS	14,675	0	0	0
POLK	30,687	0	0	0
POTTER	97,874	0	0	0
PRESIDIO	6,637	0	0	0
RAINS	6,715	0	0	0
RANDALL	89,673	0	0	0
REAGAN	4,514	0	0	0
REAL	2,412	0	0	0
RED RIVER	14,317	0	0	0
REEVES	15,852	0	0	0
REFUGIO	7,976	1	0	26,025,000
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	63,171,172
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	44,101,000
SHACKELFORD	3,316	0	0	0
SHELBY	22,034	1	0	116,261,805
SHERMAN	2,858	0	0	0
SMITH	151,309	0	1	130,652,000
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	1	0	27,570,000
SWISHER	8,133	0	0	0
TARRANT	1,170,103	0	4	1,097,742,000

TABLE IX

TOTAL ASSETS OF ASSOCIATIONS IN TEXAS BY COUNTIES
DECEMBER 31, 1998

COUNTIES	ESTIMATED POPULATION**	NO. OF STATE ASSOCIATIONS	NO. OF FEDERAL ASSOCIATIONS	COMBINED ASSETS
TAYLOR	119,655	0	0	\$0
TERRELL	1,410	0	0	0
TERRY	13,218	0	0	0
THROCKMORTON	1,880	0	0	0
TITUS	24,009	0	0	0
TOM GREEN	98,458	0	0	0
TRAVIS	576,407	3	0	3,599,241,000
TRINITY	11,445	0	0	0
TYLER	16,646	0	0	0
UPSHUR	31,370	0	1	41,705,000
UPTON	4,447	0	0	0
UVALDE	23,340	0	0	0
VAL VERDE	38,721	1	0	185,556,000
VAN ZANDT	37,944	0	0	0
VICTORIA	74,361	1	0	264,986,000
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	90,896,152
YOAKUM	8,786	0	0	0
YOUNG	18,126	0	1	66,987,000
ZAPATA	9,279	0	0	0
ZAVALA	12,162	0	0	0
TOTALS	16,986,510	26	27	\$52,865,066,971

** 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, 1998

RANK	ASSOCIATION/CITY	ASSETS IN MILLIONS		RANK
		1998	1997	
1	BANK UNITED, HOUSTON	\$14,791.5	\$12,495.7	1
2	GUARANTY FEDERAL BANK, FSB, HOUSTON	12,055.1	10,478.9	2
3	USAA FEDERAL SAVINGS BANK, SAN ANTONIO	7,184.4	6,338.0	3
4	WORLD SAVINGS BANK, SSB, AUSTIN	3,519.0	123.2	23
5	COASTAL BANC <i>ssb</i> , HOUSTON	2,979.7	2,910.2	6
6	FIRST AMERICAN BANK TEXAS, SSB, BRYAN	2,011.6	1,960.8	7
7	BLUEBONNET SAVINGS BANK, F.S.B., DALLAS	1,839.7	3,074.9	5
8	BEAL BANK, SSB, DALLAS	1,346.6	1,352.4	8
9	COMMUNITY BANK AND TRUST, SSB, BEAUMONT	714.7	NC	NC
10	COLONIAL SAVINGS, F.A., FORT WORTH	708.9	651.3	10
11	PACIFIC SOUTHWEST BANK, CORPUS CHRISTI	698.8	1,214.6	9
12	GUARDIAN SAVINGS AND LOAN ASSN., HOUSTON	577.5	3,075.5	4
13	FIRST AMERICAN BANK, SSB, BRYAN	419.2	406.1	12
14	FORT BEND FEDERAL SAVINGS & LOAN ASSN., ROSENBERG	316.2	301.7	13
15	FIRST SAVINGS BANK, ARLINGTON	270.1	241.7	15
16	FIRSTCAPITAL BANK, <i>ssb</i> , VICTORIA	265.0	257.9	14
17	JACKSONVILLE SAVINGS BANK, SSB, JACKSONVILLE	260.2	235.5	16
18	HOUSTON SAVINGS BANK, <i>fsb</i> , HOUSTON	223.7	193.4	18
19	FIRST FEDERAL SAVINGS & LOAN ASSN., PARIS	214.9	204.6	17
20	THE BANK & TRUST, SSB, DEL RIO	185.6	NC	NC
21	CUERO STATE BANK, <i>s.s.b.</i> , CUERO	178.2	170.3	19
22	ORANGE SAVINGS BANK, <i>ssb</i> , ORANGE	164.0	142.0	22
23	MERCANTILE BANK & TRUST, FSB, DALLAS	139.6	146.0	20
24	FIRST FEDERAL SAVINGS & LOAN ASSN., TYLER	130.7	120.2	24
25	SHELBY SAVINGS BANK, SSB, CENTER	116.3	106.9	26
26	FIRST COMMAND BANK, FORT WORTH	108.0	36.6	46
27	LIBERTY SAVINGS ASSN., HOUSTON	99.6	95.5	27

NC = New charter or conversion

TABLE X

TEXAS ASSOCIATIONS--BY ASSET SIZE
DECEMBER 31, 1998

RANK	ASSOCIATION/CITY	ASSETS IN MILLIONS		
		1998	1997	RANK
28	MINEOLA COMMUNITY BANK, S.S.B., MINEOLA	90.9	87.4	28
29	FIRST HEIGHTS BANK, fsb, HOUSTON	89.4	143.3	21
30	PREFERRED BANK, HOUSTON	83.4	65.7	31
31	FIRST FEDERAL SAVINGS BANK, BRYAN	83.1	75.0	29
32	DALHART FEDERAL SAVINGS & LOAN ASSN., DALHART	73.0	73.0	30
33	GRAHAM SAVINGS & LOAN, F.A., GRAHAM	67.0	63.8	32
34	BALCONES BANK, SSB, SAN MARCOS	65.7	60.7	34
35	INTERSTATE BANK, ssb, PERRYTON	63.7	54.1	37
36	LIBERTY BANK, SSB, AUSTIN	63.5	57.1	35
37	HENDERSON FEDERAL SAVINGS ASSOC., HENDERSON	63.2	62.7	33
38	FAYETTE SAVINGS BANK, SSB, LA GRANGE	59.7	57.1	36
39	CYPRESS BANK, F.S.B., PITTSBURG	50.4	45.5	40
40	TERRELL FEDERAL SAVINGS & LOAN ASSN., TERRELL	46.8	48.3	38
41	GREATER SOUTH TEXAS BANK, F.S.B., FALFURRIAS	44.7	39.8	45
42	SNYDER SAVINGS & LOAN ASSN., SNYDER	44.1	46.8	39
43	MID-COAST SAVINGS BANK, S.S.B., EDNA	42.7	40.8	43
44	GILMER SAVINGS BANK, F.S.B., GILMER	41.7	42.3	41
45	FIRST FEDERAL SAVINGS & LOAN ASSN., LITTLEFIELD	41.5	41.2	42
46	ANGELINA SAVINGS BANK, FSB, LUFKIN	41.2	40.7	44
47	SYNERGY BANK, S.S.B., WACO	40.0	NC	NC
48	COMMUNITY BANK OF CENTRAL TEXAS, ssb, SMITHVILLE	39.8	33.6	47
49	BANKDALLAS, SSB, DALLAS	29.9	11.4	49
50	THE BANK & TRUST, SSB, SONORA	27.6	NC	NC
51	OLYMPIC SAVINGS ASSN., REFUGIO	26.0	27.0	48
52	FRANKLIN BANK, SSB, AUSTIN	16.7	NC	NC
53	AFFILIATED BANK, FSB, HURST	10.8	NC	NC

NC = New charter or conversion

TABLE XI

TEXAS ASSOCIATIONS--BY DEPOSIT SIZE
DECEMBER 31, 1998

RANK	ASSOCIATION/CITY	DEPOSITS IN MILLIONS		
		1998	1997	RANK
1	GUARANTY FEDERAL BANK, FSB, HOUSTON	\$7,338.5	\$7,374.9	1
2	BANK UNITED, HOUSTON	6,308.5	5,291.8	2
3	USAA FEDERAL SAVINGS BANK, SAN ANTONIO	4,224.1	2,958.3	3
4	COASTAL BANC ssb, HOUSTON	1,705.2	1,379.2	6
5	FIRST AMERICAN BANK TEXAS, SSB, BRYAN	1,632.1	1,678.8	4
6	BEAL BANK, SSB, DALLAS	1,078.1	1,026.6	7
7	COMMUNITY BANK AND TRUST, SSB, BEAUMONT	639.6	NC	NC
8	PACIFIC SOUTHWEST BANK, CORPUS CHRISTI	561.6	927.5	8
9	BLUEBONNET SAVINGS BANK, F.S.B., DALLAS	554.8	720.0	9
10	COLONIAL SAVINGS, F.A., FORT WORTH	516.2	488.9	10
11	GUARDIAN SAVINGS AND LOAN ASSN., HOUSTON	384.8	1,667.7	5
12	FIRST AMERICAN BANK, SSB, BRYAN	383.0	368.1	12
13	WORLD SAVINGS BANK, SSB, AUSTIN	314.8	110.7	22
14	FORT BEND FEDERAL SAVINGS & LOAN ASSN., ROSENBERG	277.9	264.2	13
15	FIRST SAVINGS BANK, ARLINGTON	232.6	205.1	15
16	FIRSTCAPITAL BANK, ssb, VICTORIA	229.4	230.2	14
17	HOUSTON SAVINGS BANK, fsb, HOUSTON	208.7	182.8	17
18	JACKSONVILLE SAVINGS BANK, SSB, JACKSONVILLE	208.3	198.3	16
19	FIRST FEDERAL SAVINGS & LOAN ASSN., PAR	177.1	167.5	18
20	CUERO STATE BANK, s.s.b., CUERO	148.3	148.1	19
21	ORANGE SAVINGS BANK, ssb, ORANGE	147.7	125.9	20
22	THE BANK & TRUST, SSB, DEL RIO	143.3	NC	NC
23	MERCANTILE BANK & TRUST, FSB, DALLAS	104.1	117.3	21
24	SHELBY SAVINGS BANK, SSB, CENTER	100.8	95.2	24
25	FIRST COMMAND BANK, FORT WORTH	99.0	31.2	45
26	FIRST FEDERAL SAVINGS & LOAN ASSN., TYLER	89.0	93.6	25
27	PREFERRED BANK, HOUSTON	77.2	60.6	29
28	FIRST FEDERAL SAVINGS BANK, BRYAN	75.3	62.3	28

NC = New charter or conversion

TABLE XI

TEXAS ASSOCIATIONS--BY DEPOSIT SIZE
DECEMBER 31, 1998

RANK	ASSOCIATION/CITY	DEPOSITS IN MILLIONS		
		1998	1997	RANK
29	LIBERTY SAVINGS ASSN., HOUSTON	75.1	73.8	26
30	MINEOLA COMMUNITY BANK, S.S.B., MINEOLA	70.8	71.0	27
31	GRAHAM SAVINGS & LOAN, F.A., GRAHAM	58.4	55.8	31
32	LIBERTY BANK, SSB, AUSTIN	58.1	52.9	33
33	DALHART FEDERAL SAVINGS & LOAN ASSN., DALHART	55.9	57.4	30
34	INTERSTATE BANK, ssb, PERRYTON	55.7	48.2	36
35	FAYETTE SAVINGS BANK, SSB, LA GRANGE	55.6	53.0	32
36	HENDERSON FEDERAL SAVINGS ASSOC., HENDERSON	52.3	52.1	34
37	BALCONES BANK, SSB, SAN MARCOS	52.0	51.3	35
38	CYPRESS BANK, F.S.B., PITTSBURG	44.1	38.9	38
39	GREATER SOUTH TEXAS BANK, F.S.B., FALFURRIAS	42.5	38.0	39
40	TERRELL FEDERAL SAVINGS & LOAN ASSN., TERRELL	41.9	43.1	37
41	FIRST HEIGHTS BANK, fsb, HOUSTON	39.1	37.5	41
42	ANGELINA SAVINGS BANK, FSB, LUFKIN	37.9	37.7	40
43	MID-COAST SAVINGS BANK, S.S.B., EDNA	35.4	33.3	44
44	SYNERGY BANK, S.S.B., WACO	35.3	NC	NC
45	SNYDER SAVINGS & LOAN ASSN., SNYDER	34.8	35.0	42
46	FIRST FEDERAL SAVINGS & LOAN ASSN., LITTLEFIELD	34.8	34.8	43
47	COMMUNITY BANK OF CENTRAL TEXAS, ssb, SMITHVILLE	32.1	30.2	46
48	GILMER SAVINGS BANK, F.S.B., GILMER	28.3	29.3	47
49	BANKDALLAS, SSB, DALLAS	26.2	7.8	49
50	THE BANK & TRUST, SSB, SONORA	24.7	NC	NC
51	OLYMPIC SAVINGS ASSN., REFUGIO	20.7	21.4	48
52	FRANKLIN BANK, SSB, AUSTIN	12.9	NC	NC
53	AFFILIATED BANK, FSB, HURST	8.2	NC	NC

NC = New charter or conversion

**1998 ACTIVITY FOR
STATE AND FEDERAL INSTITUTIONS IN TEXAS**

DE NOVO STATE SAVINGS BANK

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

DE NOVO FEDERAL INSTITUTIONS

Affiliated Bank, FSB, Hurst 6/1/98

FirstExcel, FSB, Dallas 4/23/98
(this institution liquidated – 10/27/98)

CHARTER CONVERSIONS TO STATE SAVINGS BANK

From:	Bowie State Bank, Bowie	
To:	Franklin Bank, S.S.B., Bowie	2/27/98
From:	Cuero Federal Savings & Loan Association, Cuero	
To:	Cuero State Bank, s.s.b., Cuero	2/27/98
From:	Fayette Savings Association, La Grange	
To:	Fayette Savings Bank, ssb, La Grange	10/1/98
From:	Community Bank of Texas, Beaumont	
To:	Community Bank and Trust, SSB, Beaumont	11/1/98
From:	Del Rio Bank & Trust, Del Rio	
To:	The Bank and Trust, s.s.b., Del Rio	11/13/98
From:	Sutton County National Bank, Sonora	
To:	The Bank and Trust, s.s.b., Sonora	11/13/98

NATIONAL BANK MERGER WITH STATE SAVINGS BANK SURVIVOR

Merger of:	Austin National Bank, Austin	
Into:	First American Bank Texas, SSB, Bryan	4/17/98

STATE SAVINGS ASSOCIATION MERGER WITH STATE SAVINGS BANK SURVIVOR

Merger of: Liberty Savings Association, Houston
Into: FirstCapital Bank, ssb, Victoria 1/1/99

STATE SAVINGS BANK MERGER WITH NATIONAL BANK SURVIVOR

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

STATE CHARTERED NAME CHANGES APPROVED

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

CHANGE OF CONTROL OF STATE SAVINGS BANK APPROVED

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

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

Branch Offices Purchased

From: Pacific Southwest Bank (12)
By: Coastal Banc ssb, Houston 7/24/98

Branch Office Sale Approved

Location: Bowie, Texas
By: Franklin Bank, S.S.B., Austin 3/31/98

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

Branch Offices Purchased

From: Guardian Savings and Loan Association, Houston (17)
By: Bank United, Houston 1/30/98

Branch Offices Sold

From: Pacific Southwest Bank, Corpus Christi (12)
To: Coastal Banc ssb, Houston 8/14/98

STATE CHARTERED BRANCH OFFICES APPROVED

Liberty Bank, SSB, Austin	09/09/98
First American Bank Texas, SSB, Austin	10/05/98
Community Bank and Trust, SSB, Kountze	11/16/98
Coastal Banc ssb, Austin	12/14/98
Jacksonville Savings Bank, SSB, Tyler	12/18/98
Liberty Bank, SSB, Austin	12/30/98

**FEDERALLY CHARTERED
BRANCH OFFICES APPROVED**

Bank United, Houston	1/13/98
First Savings Bank, A FSB, Arlington	3/5/98
Bank United, Grand Prairie	5/4/98
Bank United, Flower Mound	5/4/98
Bank United, Katy	5/19/98
Bank United, Houston	6/16/98
Mercantile Bank & Trust, FSB, Plano	6/18/98
First Federal Savings & Loan Association (Paris), Paris	6/22/98
Guardian Savings & Loan Association, Houston	6/23/98
First Federal Savings & Loan Association (Tyler), Tyler	7/31/98
Bank United, Houston (2)	8/4/98
Bank United, Missouri City	9/8/98
Bank United, Lewisville	9/8/98
Bank United, Allen (2)	9/8/98
Bank United, Houston	12/15/98
Bank United, Richardson	12/15/98

**FEDERALLY CHARTERED
BRANCH OFFICE RELOCATION APPROVED**

Bank United	
From: 213 N. Tennessee Avenue, McKinney	
To: 1727 N. Central Expressway, McKinney	12/15/98
Guaranty Federal Bank, FSB	
From: 2002 N. 11 th Street, Beaumont	
To: 2635 Highway 10 East, Beaumont	2/23/98
From: 102 W. Parkwood, Friendswood	
To: 301 E. Parkwood, Friendswood	2/23/98
From: 3000 N. Elm Street, St. 100, Denton	
To: 1444 W. University Drive, Denton	4/30/98

Mercantile Bank & Trust, FSB, Dallas
From: 5757 Alpha Road, Dallas
To: 5220 Spring Valley Road, Dallas

6/4/98

STATE CHARTERED HOME OFFICE RELOCATION APPROVED

Franklin Bank, SSB
From: 200 West Walnut, Bowie
To: 3720 Jefferson Street, Austin

3/2/98

Subsequent State Charter Activity

DE NOVO STATE SAVINGS BANK CHARTER

Village Bank & Trust, S.S.B., Lakeway

7/1/99

CONVERSION TO STATE SAVINGS BANK CHARTER

From: Snyder Savings and Loan Association

To: Texas Savings Bank, s.s.b., Snyder

3/30/99

MERGER OF STATE SAVINGS BANKS

Merger of: The Bank & Trust, ssb, Sonora

Into: The Bank & Trust, ssb, Del Rio

1/12/99

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
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
FALFURRIAS	Greater South Texas Bank, FSB
FORT WORTH	Colonial Savings, F. A. First Command Bank
GILMER	Gilmer Savings Bank, FSB
GRAHAM	Graham Savings and Loan, F. A.
HENDERSON	Henderson Federal Savings Association

HOME OFFICE BY CITY
Continued

HOUSTON	Bank United Coastal Banc ssb First Heights Bank, fsb Guardian Savings and Loan Association, a fsla Houston Savings Bank, fsb Liberty Savings Association Preferred Bank
HURST	Affiliated Bank, F.S.B.
JACKSONVILLE	Jacksonville Savings Bank, SSB
LA GRANGE	Fayette Savings Bank, 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
ROSENBERG	Fort Bend Federal Savings & Loan Assn. of Rosenberg
SAN ANTONIO	USAA Federal Savings Bank
SAN MARCOS	Balcones Bank, SSB
SMITHVILLE	Community Bank of Central Texas ssb
SNYDER	Snyder Savings and Loan Association

HOME OFFICE BY CITY
Continued

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

INDEX OF INSTITUTIONS

Affiliated Bank, F.S.B.	Hurst
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
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
Fort Bend Federal S & L Association	Rosenberg
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 fsa	Houston
Henderson Federal Savings Association	Henderson
Houston Savings Bank, fsb	Houston
Interstate Bank, ssb	Perryton
Jacksonville Savings Bank, SSB	Jacksonville
Liberty Bank, SSB	Austin
Liberty Savings Association	Houston
Mercantile Bank & Trust, FSB	Dallas
Mid-Coast Savings Bank, SSB	Edna
Mineola Community Bank, S.S.B.	Mineola
Olympic Savings Association	Refugio
Orange Savings Bank, ssb	Orange
Pacific Southwest Bank, FSB	Corpus Christi

INDEX OF INSTITUTIONS

Continued

Preferred Bank	Houston
Shelby Savings Bank, SSB	Center
Snyder S & L Association	Snyder
Synergy Bank, S.S.B.	Waco
Terrell Federal S & L Association	Terrell
The Bank & Trust, ssb	Del Rio
The Bank & Trust, ssb	Sonora
USAA Federal Savings Bank	San Antonio
World Savings Bank, SSB	Austin

ARLINGTON

First Savings Bank, A Federal Savings Bank

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

817/861-3633

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

FAX 817/861-9282

Managing Officer: Richard J. Driscoll, President

Other Officers: Kay Gurley, 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; Terry Bryson, SVP/Internal Audit; Harold Patterson, SVP; Donna Haisler, VP/Asst. Controller; Bredia Starns, VP/Purchase Loan Div.; Mary Banks, AVP; Bill Mahone, AVP; Jo Ann Foster, AVP; Alicia Whitlock, AVP

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

Charter Number: 4616

Number of Authorized Branches: 0

Charter Date: 03/31/86

Number of Operating Branches: 0

Date Insured: 03/31/86

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS	
Cash on Hand and Other Deposits	01 \$ 6,653,000
Securities and Investments	02 -0-
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 1,105,000
Mortgage Loans (incl. MBS)	04 231,563,000
Federal Funds Sold	05 -0-
Other Loans	06 25,539,000
Real Estate Owned	07 458,000
Investment in Real Estate	08 -0-
Office Premises & Equipment, net	09 931,000
Investments in Subsidiary Corporations	10 3,074,000
Goodwill	11 75,000
Other Assets and Deferred Charges	12 656,000
TOTAL ASSETS	13 \$ 270,054,000
LIABILITIES	
Deposit Accounts	14 232,626,000
Advances from FHLB of Dallas	15 10,111,000
Other Borrowed Money	16 -0-
Other Liabilities	17 4,608,000
TOTAL LIABILITIES	18 \$ 247,345,000
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 18,253,000
TOTAL EQUITY CAPITAL	24 \$ 22,709,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ 270,054,000

AUSTIN

Franklin Bank, S.S.B.

Street Address: 3750 Jefferson St., 78731

512/374-1600

Mail Address: 3750 Jefferson St., 78731

FAX 512/374-1199

Managing Officer: Robert E. Rhoades, President/CEO

Other Officers:

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

Charter Number: 23

Number of Authorized Branches: 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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 1,417
Securities and Investments	02	3,607
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	44
Mortgage Loans (Incl. MBS)	04	8,664
Federal Funds Sold	05	550
Other Loans	06	2,081
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	235
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	140
TOTAL ASSETS	13	\$ 16,738

LIABILITIES

Deposit Accounts	14	12,903
Advances from FHLB of Dallas	15	500
Other Borrowed Money	16	0
Other Liabilities	17	330
TOTAL LIABILITIES	18	\$ 13,733

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	712
Paid-in Surplus	21	1,911
Other Capital Accounts	22	1
Retained Earnings	23	381
TOTAL EQUITY CAPITAL	24	\$ 3,005
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 16,738

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

Managing Officer: Edward Z. Safady, President/CEO

Other Officers: Loraine H. Hunt, SVP; Charles W. Bray, EVP; Sherry G. Williams,
SVP/Cashier; Paige Seidenberger, VP; Laura Roe, VP; Rick Skolrood, VP

Board of Directors: Edward Z. Safady, Chairman, Rocky Hernandez, Tom Frzanowski,
Jerry Spencer, Michael Thornton

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, 1998

ASSETS

Cash on Hand and Other Deposits	01 \$ 13,761,000
Securities and Investments	02 100,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 188,000
Mortgage Loans (incl. MBS)	04 28,476,000
Federal Funds Sold	05 4,500,000
Other Loans	06 13,116,000
Real Estate Owned	07 000
Investment in Real Estate	08 246,000
Office Premises & Equipment, net	09 1,353,000
Investments in Subsidiary Corporations	10 48,000
Goodwill	11 000
Other Assets and Deferred Charges	12 1,669,000
TOTAL ASSETS	13 \$ 63,457,000

LIABILITIES

Deposit Accounts	14 58,149,000
Advances from FHLB of Dallas	15 000
Other Borrowed Money	16 000
Other Liabilities	17 790,000
TOTAL LIABILITIES	18 \$ 58,939,000

EQUITY CAPITAL

Preferred Stock	19 000
Common Stock	20 4,424,000
Paid-in Surplus	21 1,376,000
Other Capital Accounts	22 000
Retained Earnings	23 (1,282,000)
TOTAL EQUITY CAPITAL	24 \$ 4,518,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ 63,457,000

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; Robert C. Rowe, 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, 1998

ASSETS

Cash on Hand and Demand Deposits	01 \$	605,000
Securities and Investments	02	<u>3,000,000,000</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>154,708,000</u>
Mortgage Loans (incl. MBS)	04	<u>97,464,000</u>
Federal Funds Sold	05	<u>238,715,000</u>
Other Loans	06	<u>135,000</u>
Real Estate Owned	07	<u>-0-</u>
Investment in Real Estate	08	<u>-0-</u>
Office Premises & Equipment, net	09	<u>1,702,000</u>
Investments in Subsidiary Corporations	10	<u>-0-</u>
Goodwill	11	<u>-0-</u>
Other Assets and Deferred Charges	12	<u>25,717,000</u>
TOTAL ASSETS	13 \$	<u><u>3,519,046,000</u></u>

LIABILITIES

Deposit Accounts	14	314,835,000
Advances from FHLB of Dallas	15	<u>3,000,000,000</u>
Other Borrowed Money	16	<u>-0-</u>
Other Liabilities	17	<u>17,800,000</u>
TOTAL LIABILITIES	18 \$	<u><u>3,332,635,000</u></u>

EQUITY CAPITAL

Preferred Stock	19	-0-
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>9,686,000</u>
TOTAL EQUITY CAPITAL	24 \$	<u><u>186,411,000</u></u>
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$	<u><u>3,519,046,000</u></u>

BEAUMONT

Community Bank and Trust, SSB

Street Address: 700 Calder, 77701-2397

409/981-6050

Mail Address: P.O. Box 2178, 77704-2178

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/Trust Services Manager

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

Charter Number: 27

Number of Authorized Branches: 22

Charter Date: 10/5/98

Number of Operating Branches: 20

Date Insured: 6/29/90

Number of Operating Agencies: 0

Branch Locations:

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits.....	01	\$ 49,342,960
Securities and Investments.....	02	126,415,920
Stock in Federal Home Loan Bank/Federal Reserve Bank.....	03	1,537,900
Mortgage Loans (Inc. MBS).....	04	172,927,366
Federal Funds Sold.....	05	68,000,000
Other Loans.....	06	296,578,475
Real Estate Owned.....	07	827,912
Investment in Real Estate.....	08	0
Office Premises & Equipment, net.....	09	14,208,330
Investments in Subsidiary Corporations.....	10	1,212,920
Goodwill.....	11	23,324,432
Other Assets and Deferred Charges.....	12	10,356,289
TOTAL ASSETS.....	13	\$ 714,732,504

LIABILITIES

Deposit Accounts.....	14	639,570,460
Advances from FHLB of Dallas.....	15	300,000
Other Borrowed Money.....	16	0
Other Liabilities.....	17	4,027,403
TOTAL LIABILITIES.....	18	\$ 643,897,863

EQUITY CAPITAL

Preferred Stock.....	19	0
Common Stock.....	20	1,040,100
Paid-in Surplus.....	21	56,629,114
Other Capital Accounts.....	22	651,727
Retained Earnings.....	23	12,513,700
TOTAL EQUITY CAPITAL.....	24	\$ 70,834,641
TOTAL LIABILITIES AND EQUITY CAPITAL.....	25	\$ 714,732,504

BRYAN

First American Bank, SSB

Street Address: 1111 Briarcrest Dr., 77802

409/260-4300

Mail Address: P.O. Box 1033, 77805

FAX 409/260-4410

Managing Officer: William C. Atkinson, President/COO

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

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

Charter Number: 15

Number of Authorized Branches: 7

Charter Date: 2/9/89

Number of Operating Branches: 7

Date Insured: 2/9/89

Number of Operating Agencies: 0

Branch Locations: Bryan, Caldwell, College Station

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 27,749,497
Securities and Investments	02	<u>75,001,372</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Incl. MBS)	04	<u>206,071,186</u>
Federal Funds Sold	05	<u>22,063,463</u>
Other Loans	06	<u>70,787,991</u>
Real Estate Owned	07	<u>161,453</u>
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	<u>10,725,124</u>
Investments in Subsidiary Corporations	10	0
Goodwill	11	<u>1,861,904</u>
Other Assets and Deferred Charges	12	<u>4,752,196</u>
TOTAL ASSETS	13	<u>\$419,174,186</u>

LIABILITIES

Deposit Accounts	14	<u>382,991,415</u>
Advances from FHLB of Dallas	15	0
Other Borrowed Money	16	0
Other Liabilities	17	<u>2,099,214</u>
TOTAL LIABILITIES	18	<u>\$385,090,629</u>

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	<u>2,800,000</u>
Paid-in Surplus	21	<u>21,200,000</u>
Other Capital Accounts	22	<u>226,670</u>
Retained Earnings	23	<u>9,856,887</u>
TOTAL EQUITY CAPITAL	24	<u>\$ 34,083,557</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	25	<u>\$419,174,186</u>

BRYAN Continued

First American Bank Texas, SSB

Street Address: 2800 S. Texas Ave., 77802

409/361-6200

Mail Address: P.O. Box 8100, 77805

FAX 409/361-6213

Managing Officer: Donald A. Adam, COB/CEO

Other Officers: William C. Atkinson, President/COO; Keith H. Kuttler, Secretary;

James L. Wolfe, Max R. Hefner, Tommy D. Vance, David Carter, Charles Oehlert

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

Atkinson, Truman Allen, Dr. A. Benton Cocanougher, Dr. Donald R. Fraser, Keith H. Kuttler

Charter Number: 4

Number of Authorized Branches: 59

Charter Date: 7/1/94

Number of Operating Branches: 59

Date Insured: 10/14/88

Number of Operating Agencies: 0

Branch Locations: Abilene, Amarillo, Anson, 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

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01 \$ 27,684,000
Securities and Investments	02 156,208,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 8,468,000
Mortgage Loans (incl. MBS)	04 1,418,191,000
Federal Funds Sold	05 -
Other Loans	06 320,415,000
Real Estate Owned	07 2,113,000
Investment in Real Estate	08 -
Office Premises & Equipment, net	09 24,213,000
Investments in Subsidiary Corporations	10 3,505,000
Goodwill	11 17,226,000
Other Assets and Deferred Charges	12 33,587,000
TOTAL ASSETS	13 \$ 2,011,610,000

LIABILITIES

Deposit Accounts	14 1,632,055,000
Advances from FHLB of Dallas	15 88,000,000
Other Borrowed Money	16 -
Other Liabilities	17 64,310,000
TOTAL LIABILITIES	18 \$ 1,784,365,000

EQUITY CAPITAL

Preferred Stock	19 -
Common Stock	20 240,000
Paid-in Surplus	21 51,295,000
Other Capital Accounts (net unrealized gain on investment securities)	22 62,000
Retained Earnings	23 175,648,000
TOTAL EQUITY CAPITAL	24 \$ 227,245,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ 2,011,610,000

BRYAN Continued

First Federal Savings Bank

Street Address: 2900 Texas Avenue, 77802

409/779-2900

Mail Address: P.O. Box 3758, 77805

FAX 409/779-1539

Managing Officer: Stan Stephen, President

Other Officers: George Koenig, EVP/Manufactured Housing; 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, Jack
Lester, Jr., Ken L. Hayes, Charlie Neelley, Robert Conaway, Roland Ruffino,
George Koenig, Joe Krolczyk, Gary Snoe

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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 5,583
Securities and Investments	02	0
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	388
Mortgage Loans (Incl. MBS)	04	41,377
Federal Funds Sold	05	0
Other Loans	06	32,720
Real Estate Owned	07	891
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,622
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	510
TOTAL ASSETS	13	\$83,091

LIABILITIES

Deposit Accounts	14	75,311
Advances from FHLB of Dallas	15	1,000
Other Borrowed Money	16	0
Other Liabilities	17	1,286
TOTAL LIABILITIES	18	\$77,597

EQUITY CAPITAL

Preferred Stock	19	1
Common Stock	20	2,745
Paid-in Surplus	21	2,487
Other Capital Accounts	22	0
Retained Earnings	23	261
TOTAL EQUITY CAPITAL	24	\$ 5,494
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$83,091

CENTER

Shelby Savings Bank, SSB

Street Address: 111 Selma St., 75935

409/598-5688

Mail Address: P.O. Box 1806, 75935

FAX 409/598-5350

Managing Officer: John Snider, President

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

Board of Directors: James Campbell, Chairman, John Snider, Gene Biddle, Gail
Cuculic, Sammy Dance, Lynn Hart, 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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 10,718,217
Securities and Investments	02	8,081,642
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	581,200
Mortgage Loans (Incl. MBS)	04	72,260,734
Federal Funds Sold	05	0
Other Loans	06	22,348,929
Real Estate Owned	07	131,257
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,400,618
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	739,209
TOTAL ASSETS	13	\$ 116,261,805

LIABILITIES

Deposit Accounts	14	100,847,005
Advances from FHLB of Dallas	15	4,975,804
Other Borrowed Money	16	0
Other Liabilities	17	1,062,568
TOTAL LIABILITIES	18	\$ 106,885,377

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	731,899
Paid-in Surplus	21	398,007
Other Capital Accounts	22	127,410
Retained Earnings	23	8,119,112
TOTAL EQUITY CAPITAL	24	\$ 9,376,428
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 116,261,805

CORPUS CHRISTI

Pacific Southwest Bank

Street Address: 800 N. Shoreline Blvd., Ste. 200 S, 78401

512/889-7700

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

Managing Officer: 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: Alice, Aransas Pass, Corpus Christi, Gonzales, Kingsville, Laredo,
McAllen, Port Aransas, Portland, Rockport, Seguin

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Demand Deposits	01	\$	20,275
Securities and Investments	02		21,426
Stock in Federal Home Loan Bank/Federal Reserve Bank	03		
Mortgage Loans (incl. MBS)	04		134,625
Federal Funds Sold	05		145,298
Other Loans	06		221,717
Real Estate Owned	07		1,989
Investment in Real Estate	08		
Office Premises & Equipment, net	09		17,361
Investments in Subsidiary Corporations	10		6,334
Goodwill	11		
Other Assets and Deferred Charges	12		129,821
TOTAL ASSETS	13	\$	698,846

LIABILITIES

Deposit Accounts	14	561,606
Advances from FHLB of Dallas	15	36,000
Other Borrowed Money	16	2,951
Other Liabilities	17	9,630
TOTAL LIABILITIES	18	\$ 610,187

EQUITY CAPITAL

Preferred Stock	19	3,463
Common Stock	20	1
Paid-in Surplus	21	141,423
Other Capital Accounts	22	
Retained Earnings	23	<56,228>
TOTAL EQUITY CAPITAL	24	\$ 88,659
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 698,846

CUERO

Cuero State Bank, s.s.b.

Street Address: 218 N. Gonzales St., 77954

512/275-2345

Mail Address: P.O. Box 808, 77954

FAX 512/275-6146

Managing Officer: William E. Howard, President

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

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

Charter Number: 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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 3,531,960
Securities and Investments	02	39,590,881
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,194,200
Mortgage Loans (Incl. MBS)	04	121,104,754
Federal Funds Sold	05	-0-
Other Loans	06	9,702,553
Real Estate Owned	07	-0-
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	2,024,120
Investments in Subsidiary Corporations	10	-0-
Goodwill	11	-0-
Other Assets and Deferred Charges	12	1,032,247
TOTAL ASSETS	13	\$178,180,715

LIABILITIES

Deposit Accounts	14	148,267,822
Advances from FHLB of Dallas	15	13,172,180
Other Borrowed Money	16	-0-
Other Liabilities	17	1,417,311
TOTAL LIABILITIES	18	\$162,857,313

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	-0-
Paid-in Surplus	21	-0-
Other Capital Accounts	22	88,407
Retained Earnings	23	15,234,995
TOTAL EQUITY CAPITAL	24	\$ 15,323,402
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$178,180,715

DALHART

Dalhart Federal Savings and Loan Association

Street Address: 502 Denrock Ave., 79022

806/249-8561

Mail Address: P.O. Box 950, 79022

FAX 806/249-8144

Managing Officer: Duane R. Brewer, President

Other Officers: 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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 4,298
Securities and Investments	02	4,600
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	572
Mortgage Loans (Incl. MBS)	04	59,219
Federal Funds Sold	05	
Other Loans	06	2,442
Real Estate Owned	07	
Investment in Real Estate	08	
Office Premises & Equipment, net	09	1,530
Investments in Subsidiary Corporations	10	184
Goodwill	11	
Other Assets and Deferred Charges	12	186
TOTAL ASSETS	13	\$ 73,031

LIABILITIES

Deposit Accounts	14	55,937
Advances from FHLB of Dallas	15	10,639
Other Borrowed Money	16	
Other Liabilities	17	721
TOTAL LIABILITIES	18	\$ 67,297

EQUITY CAPITAL

Preferred Stock	19	
Common Stock	20	
Paid-in Surplus	21	
Other Capital Accounts	22	
Retained Earnings	23	5,734
TOTAL EQUITY CAPITAL	24	\$ 5,734
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 73,031

DALLAS

BankDallas SSB

Street Address: 3802 Oak Lawn Ave., 75219

214/521-4800

Mail Address: 3802 Oak Lawn Ave., 75219

FAX 214/521-4380

Managing Officer: Mark E. Lovvorn, President

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

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

Charter Number: 20

Number of Authorized Branches: 0

Charter Date: 6/3/97

Number of Operating Branches: 0

Date Insured: 6/3/97

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 1,261,382
Securities and Investments	02	3,002,876
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	- 0 -
Mortgage Loans (Incl. MBS)	04	10,375,320
Federal Funds Sold	05	3,363,000
Other Loans	06	11,172,383
Real Estate Owned	07	- 0 -
Investment in Real Estate	08	- 0 -
Office Premises & Equipment, net	09	367,524
Investments in Subsidiary Corporations	10	- 0 -
Goodwill	11	87,255
Other Assets and Deferred Charges	12	288,939
TOTAL ASSETS	13	\$ 29,920,679

LIABILITIES

Deposit Accounts	14	26,186,715
Advances from FHLB of Dallas	15	- 0 -
Other Borrowed Money	16	- 0 -
Other Liabilities	17	146,228
TOTAL LIABILITIES	18	\$ 26,332,943

EQUITY CAPITAL

Preferred Stock	19	- 0 -
Common Stock	20	3,300,000
Paid-in Surplus	21	825,000
Other Capital Accounts	22	16,853
Retained Earnings	23	(554,117)
TOTAL EQUITY CAPITAL	24	\$ 3,587,736
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 29,920,679

DALLAS Continued

Beal Bank, SSB

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

972/404-4000

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

FAX 972/866-8420

Managing Officer: David Meek, CEO

Other Officers: Gerald Hartman, President; Molly Curl, SVP; W.T. Saurenmann, SVP;
James W. Lewis, Jr., SVP/Controller; Steve O'Neal, VP; Richard Killmon, VP;
Clark Enright, SVP; Tim Fults, Secretary

Board of Directors: Andrew Beal, Chairman, Susan Dunn Arnold, Lawrence Blanton,
Mike Eastland, 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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 72,288,000
Securities and Investments	02	<u>0</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>9,877,000</u>
Mortgage Loans (Incl. MBS)	04	<u>1,058,272,000</u>
Federal Funds Sold	05	<u>0</u>
Other Loans	06	<u>73,078,000</u>
Real Estate Owned	07	<u>52,213,000</u>
Investment in Real Estate	08	<u>49,998,000</u>
Office Premises & Equipment, net	09	<u>5,575,000</u>
Investment in Subsidiary Corporations	10	<u>3,133,000</u>
Goodwill	11	<u>0</u>
Other Assets and Deferred Charges	12	<u>22,129,000</u>
TOTAL ASSETS	13	\$ <u>1,346,563,000</u>

LIABILITIES

Deposit Accounts	13	<u>1,078,132,000</u>
Advances from FHLB of Dallas	14	<u>80,000,000</u>
Other Borrowed Money	15	<u>6,764,000</u>
Other Liabilities	16	<u>5,924,000</u>
TOTAL LIABILITIES	17	\$ <u>1,170,820,000</u>

EQUITY CAPITAL

Preferred Stock	18	<u>0</u>
Common Stock	19	<u>2,400,000</u>
Paid-in Surplus	20	<u>69,990,000</u>
Other Capital Accounts	21	<u>3,909,000</u>
Retained Earnings	22	<u>99,444,000</u>
TOTAL EQUITY CAPITAL	23	\$ <u>175,743,000</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ <u>1,346,563,000</u>

DALLAS Continued

Bluebonnet Savings Bank FSB

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

214/365-1300

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

Managing Officer: Howard R. Neff, CEO

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

Simanek, EVP; Hal Jones, SVP; Cathy Cox, VP; Carolyn J. Ratliff, VP; Dan Baxa, VP; David S. Riemer, VP; Steven J. Smith, VP

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

Charter Number: 4626

Number of Authorized Branches: 0

Charter Date: 12/22/88

Number of Operating Branches: 0

Date Insured: 12/22/88

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01 \$	3,064
Securities and Investments	02	59,004
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	46,718
Mortgage Loans (Incl. MBS)	04	1,706,159
Federal Funds Sold	05	0
Other Loans	06	123
Real Estate Owned	07	1,012
Investment in Real Estate	08	20
Office Premises & Equipment, net	09	793
Investments in Subsidiary Corporations	10	74
Goodwill	11	97
Other Assets and Deferred Charges	12	22,656
TOTAL ASSETS	13 \$	1,839,720

LIABILITIES

Deposit Accounts	14	554,848
Advances from FHLB of Dallas	15	923,380
Other Borrowed Money	16	150,000
Other Liabilities	17	10,603
TOTAL LIABILITIES	18 \$	1,638,831

EQUITY CAPITAL

Preferred Stock	19	6
Common Stock	20	5
Paid-in Surplus	21	119,989
Other Capital Accounts	22	(6,288)
Retained Earnings	23	87,177
TOTAL EQUITY CAPITAL	24 \$	200,889
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$	1,839,720

DALLAS Continued

Guaranty Federal Bank, F.S.B.

Street Address: 8333 Douglas Ave., 75225

214/360-3360

Mail Address: 8333 Douglas Ave., 75225

FAX 214/360-8958

Managing Officer: Kenneth M. Jastrow, II, Chairman

Other Officers: Kenneth R. Dubeque, President; Ronald D. Murff, CFO; Randall D. Levy, COO; 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. Dubeque, 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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 133,178
Securities and Investments	02	3
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	176,736
Mortgage Loans (Incl. MDS)	04	7,216,899
Federal Funds Sold	05	78,200
Other Loans	06	4,022,903
Real Estate Owned	07	15,055
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	126,032
Investments in Subsidiary Corporations	10	0
Goodwill	11	60,009
Other Assets and Deferred Charges	12	226,035
TOTAL ASSETS	13	\$ 12,055,050

LIABILITIES

Deposit Accounts	14	7,338,459
Advances from FHLB of Dallas	15	3,220,975
Other Borrowed Money	16	0
Other Liabilities	17	626,513
TOTAL LIABILITIES	18	\$ 11,185,947
Minority Interest in Consolidated Subsidiary		225,058

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	14
Paid-in Surplus	21	545,001
Other Capital Accounts	22	1,750
Retained Earnings	23	97,280
TOTAL EQUITY CAPITAL	24	\$ 644,045
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 12,055,050

DALLAS Continued

Mercantile Bank and Trust, FSB

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

214/368-7068

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

FAX 214/368-3202

Managing Officer: L. Wayne Christensen, President

Other Officers: Suzanne Castleberry-Salls, SVP/CFO; Eddie Jenkins, SVP; 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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 5,155,404
Securities and Investments	02	11,200,375
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,460,000
Mortgage Loans (Incl. MBS)	04	115,814,606
Federal Funds Sold	05	-0-
Other Loans	06	1,725,103
Real Estate Owned	07	246,591
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	1,081,227
Investments in Subsidiary Corporations	10	(143,959)
Goodwill	11	39,809
Other Assets and Deferred Charges	12	2,972,426
TOTAL ASSETS	13	\$ 139,551,582

LIABILITIES

Deposit Accounts	14	104,065,630
Advances from FHLB of Dallas	15	23,000,000
Other Borrowed Money	16	-0-
Other Liabilities	17	1,292,665
TOTAL LIABILITIES	18	\$ 128,358,295

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	210,000
Paid-in Surplus	21	9,606,097
Other Capital Accounts	22	-0-
Retained Earnings	23	1,377,190
TOTAL EQUITY CAPITAL	24	\$ 11,193,287
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 139,551,582

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

Managing Officer: R. Sidney Cauthorn

Other Officers: Waylon Cowan, Janice Campbell, Lynn McC Carson, Letty Foster, SW Cauthorn, Deanna Goodspeed, Johnny Watts, Eduardo Berain, Larry Davis, Rosie Perez, Don Ralston, Diama Hernandez, Margoret Hall, Jorge Cuellar, Lazaro Lopez, Henry Gomez, Tina Moreno, Sheila Cadena

Board of Directors: SW Cauthorn, Chairman, Johnny Watts, Dr. Ramon Garcia, Henry Gomez, T.J. Moore, Don Newton, Reynaldo Paredes, Lonnie Ricks, Dr. Joe Sanders, Jay M. Taylor, Jonella Pride, Henry Fuentes, Don Ralston

Charter Number: 28

Number of Authorized Branches: 2

Charter Date: 10/28/98

Number of Operating Branches: 2

Date Insured: 12/23/69

Number of Operating Agencies: 0

Branch Locations:

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 9025
Securities and Investments	02	61632
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1028
Mortgage Loans (Incl. MBS)	04	0
Federal Funds Sold	05	13000
Other Loans	06	96696
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	2636
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	1539
TOTAL ASSETS	13	\$ 185556

LIABILITIES

Deposit Accounts	14	143326
Advances from FHLB of Dallas	15	20000
Other Borrowed Money	16	5670
Other Liabilities	17	2021
TOTAL LIABILITIES	18	\$ 171017

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	2240
Paid-in Surplus	21	2250
Other Capital Accounts	22	346
Retained Earnings	23	9703
TOTAL EQUITY CAPITAL	24	\$ 14539
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 185556

EDNA

Mid-Coast Savings Bank, SSB

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, 1998

ASSETS

Cash on Hand and Other Deposits	01	<u>\$ 2,029,414</u>
Securities and Investments	02	<u>10,078,050</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>396,700</u>
Mortgage Loans (Incl. MBS)	04	<u>26,691,194</u>
Federal Funds Sold	05	<u>0</u>
Other Loans	06	<u>2,791,184</u>
Real Estate Owned	07	<u>0</u>
Investment in Real Estate	08	<u>0</u>
Office Premises & Equipment, net	09	<u>274,192</u>
Investments in Subsidiary Corporations	10	<u>0</u>
Goodwill	11	<u>0</u>
Other Assets and Deferred Charges	12	<u>425,022</u>
TOTAL ASSETS	13	<u>\$42,685,756</u>

LIABILITIES

Deposit Accounts	14	<u>35,411,293</u>
Advances from FHLB of Dallas	15	<u>3,960,474</u>
Other Borrowed Money	16	<u>0</u>
Other Liabilities	17	<u>272,243</u>
TOTAL LIABILITIES	18	<u>\$39,644,010</u>

EQUITY CAPITAL

Preferred Stock	19	<u>0</u>
Common Stock	20	<u>231,470</u>
Paid-in Surplus	21	<u>117,592</u>
Other Capital Accounts	22	<u>(29,870)</u>
Retained Earnings	23	<u>2,722,554</u>
TOTAL EQUITY CAPITAL	24	<u>\$ 3,041,746</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	25	<u>\$42,685,756</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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 5,558,000
Securities and Investments	02	11,876,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	200,600
Mortgage Loans (incl. MBS)	04	23,924,000
Federal Funds Sold	05	
Other Loans	06	2301,700
Real Estate Owned	07	
Investment in Real Estate	08	
Office Premises & Equipment, net	09	364,100
Investments in Subsidiary Corporations	10	
Goodwill	11	
Other Assets and Deferred Charges	12	493,100
TOTAL ASSETS	13	\$ 44,717,500

LIABILITIES

Deposit Accounts	14	42,450,200
Advances from FHLB of Dallas	15	
Other Borrowed Money	16	
Other Liabilities	17	273,400
TOTAL LIABILITIES	18	\$ 42,723,600

EQUITY CAPITAL

Preferred Stock	19	262500
Common Stock	20	262500
Paid-in Surplus	21	262500
Other Capital Accounts	22	
Retained Earnings	23	1206,400
TOTAL EQUITY CAPITAL	24	\$ 1,993,900
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 44,717,500

FORT WORTH

Colonial Savings, F.A.

Street Address: 2600 West Freeway, 76102

817/390-2000

Mail Address: P.O. Box 2988, 76113

Managing Officer: James E. DuBose, President

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

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

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

Charter Number: 5515

Number of Authorized Branches: 6

Charter Date: 12/04/91

Number of Operating Branches: 6

Date Insured: 06/10/63

Number of Operating Agencies: 0

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

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 17,290,000
Securities and Investments	02	1,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	8,599,000
Mortgage Loans (Incl. MBS)	04	613,290,000
Federal Funds Sold	05	---
Other Loans	06	---
Real Estate Owned	07	324,000
Investment in Real Estate	08	---
Office Premises & Equipment, net	09	6,874,000
Investments in Subsidiary Corporations	10	3,190,000
Goodwill	11	---
Other Assets and Deferred Charges	12	59,322,000
TOTAL ASSETS	13	\$708,890,000

LIABILITIES

Deposit Accounts	14	516,184,000
Advances from FHLB of Dallas	15	46,000,000
Other Borrowed Money	16	---
Other Liabilities	17	33,132,000
TOTAL LIABILITIES	18	\$995,316,000

EQUITY CAPITAL

Preferred Stock	19	---
Common Stock	20	1,168,000
Paid-in Surplus	21	17,781,000
Other Capital Accounts	22	2,893,000
Retained Earnings	23	91,732,000
TOTAL EQUITY CAPITAL	24	\$113,574,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$708,890,000

FORT WORTH Continued

First Command Bank

Street Address: 4100 South Hulen, 76109

817/763-0000

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

FAX 817/763-7605

Managing Officer: Sherry Sitton

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

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

Charter Number: 13570

Number of Authorized Branches: 1

Charter Date: 11/7/96

Number of Operating Branches: 1

Date Insured: 4/18/97

Number of Operating Agencies: 0

Branch Locations: Fort Worth

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01 \$	<u>906</u>
Securities and Investments	02	<u>35210</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>113</u>
Mortgage Loans (Incl. MBS)	04	<u> </u>
Federal Funds Sold	05	<u> </u>
Other Loans	06	<u>70946</u>
Real Estate Owned	07	<u> </u>
Investment in Real Estate	08	<u> </u>
Office Premises & Equipment, net	09	<u>304</u>
Investments in Subsidiary Corporations	10	<u> </u>
Goodwill	11	<u> </u>
Other Assets and Deferred Charges	12	<u>501</u>
TOTAL ASSETS	13 \$	<u>107980</u>

LIABILITIES

Deposit Accounts	14	<u>98995</u>
Advances from FHLB of Dallas	15	<u> </u>
Other Borrowed Money	16	<u> </u>
Other Liabilities	17	<u>230</u>
TOTAL LIABILITIES	18 \$	<u>99225</u>

EQUITY CAPITAL

Preferred Stock	19	<u> </u>
Common Stock	20	<u>100</u>
Paid-in Surplus	21	<u>8900</u>
Other Capital Accounts	22	<u> </u>
Retained Earnings	23	<u>(245)</u>
TOTAL EQUITY CAPITAL	24 \$	<u>8755</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$	<u>107980</u>

GILMER

Gilmer Savings Bank, FSB

Street Address: 218 W. Cass St., 75644

903/843-5525

Mail Address: P.O. Box 1808, 75644

FAX 903/843-5331

Managing Officer: Gary P. Cooper, President

Other Officers: Monty Small, SVP; Sheri Parish, VP/CFO; Jimmy Hopson, VP

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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 3,223,000
Securities and Investments	02	888,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	541,000
Mortgage Loans (Incl. MBS)	04	27,324,000
Federal Funds Sold	05	—
Other Loans	06	8,758,000
Real Estate Owned	07	138,000
Investment in Real Estate	08	—
Office Premises & Equipment, net	09	279,000
Investments in Subsidiary Corporations	10	30,000
Goodwill	11	—
Other Assets and Deferred Charges	12	524,000
TOTAL ASSETS	13	\$ 41,705,000

LIABILITIES

Deposit Accounts	14	28,346,000
Advances from FHLB of Dallas	15	8,946,000
Other Borrowed Money	16	94,000
Other Liabilities	17	381,000
TOTAL LIABILITIES	18	\$ 37,767,000

EQUITY CAPITAL

Preferred Stock	19	—
Common Stock	20	1,000
Paid-in Surplus	21	1,319,000
Other Capital Accounts	22	(118,000)
Retained Earnings	23	2,736,000
TOTAL EQUITY CAPITAL	24	\$ 3,938,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 41,705,000

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, 1998

ASSETS

Cash on Hand and Demand Deposits.....	01	\$ 701
Securities and Investments.....	02	10,252
Stock in Federal Home Loan Bank/Federal Reserve Bank.....	03	
Mortgage Loans (Incl. MBS).....	04	49,290
Federal Funds Sold.....	05	
Other Loans.....	06	3,434
Real Estate Owned.....	07	22
Investment in Real Estate.....	08	
Office Premises & Equipment, net.....	09	1,456
Investments in Subsidiary Corporations.....	10	
Goodwill.....	11	
Other Assets and Deferred Charges.....	12	1,832
TOTAL ASSETS.....	13	\$ 66,987

LIABILITIES

Deposit Accounts.....	14	58,410
Advances from FHLB of Dallas.....	15	1,783
Other Borrowed Money.....	16	354
Other Liabilities.....	17	558
TOTAL LIABILITIES.....	18	\$ 61,105

EQUITY CAPITAL

Preferred Stock.....	19	
Common Stock.....	20	254
Paid-in Surplus.....	21	1,939
Other Capital Accounts.....	22	
Retained Earnings.....	23	3,689
TOTAL EQUITY CAPITAL.....	24	\$ 5,882
TOTAL LIABILITIES AND EQUITY CAPITAL.....	25	\$ 66,987

HENDERSON

Henderson Federal Savings Association

Street Address: 130 N. Marshall, 75652

903/657-2577

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

FAX 903/657-4791

Managing Officer: Johnny B. Foster, President

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

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

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

Charter Number: 5599

Number of Authorized Branches: 0

Charter Date: 08/28/92

Number of Operating Branches: 0

Date Insured: 12/31/34

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 127,070
Securities and Investments	02	5,287,129
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	629,500
Mortgage Loans (Incl. MBS)	04	53,216,390
Federal Funds Sold	05	2,117,391
Other Loans	06	1,400,954
Real Estate Owned	07	-0-
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	334,525
Investments in Subsidiary Corporations	10	-0-
Goodwill	11	-0-
Other Assets and Deferred Charges	12	58,213
TOTAL ASSETS	13	\$63,171,172

LIABILITIES

Deposit Accounts	14	52,316,881
Advances from FHLB of Dallas	15	3,500,000
Other Borrowed Money	16	-0-
Other Liabilities	17	505,925
TOTAL LIABILITIES	18	\$56,322,806

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	-0-
Paid-in Surplus	21	-0-
Other Capital Accounts	22	196,323
Retained Earnings	23	6,652,043
TOTAL EQUITY CAPITAL	24	\$ 6,848,366
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$63,171,172

HOUSTON

Bank United

Street Address: 3200 Southwest Freeway, 77027

713/543-6500

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

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

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

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

Charter Number: 8558 Number of Authorized Branches: 80
 Charter Date: 12/30/88 Number of Operating Branches: 80
 Date Insured: 12/30/88 Number of Operating Agencies: 0

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

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 321,423
Securities and Investments	02	89,163
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	298,893
Mortgage Loans (Incl. MBS)	04	8,309,367
Federal Funds Sold	05	185,850
Other Loans	06	4,663,172
Real Estate Owned	07	26,669
Investment in Real Estate	08	---
Office Premises & Equipment, net	09	67,675
Investments in Subsidiary Corporations	10	---
Goodwill	11	51,417
Other Assets and Deferred Charges	12	777,897
TOTAL ASSETS	13	\$ 14,791,526

LIABILITIES

Deposit Accounts	14	6,306,499
Advances from FHLB of Dallas	15	5,888,294
Other Borrowed Money	16	752,356
Other Liabilities	17	768,926
TOTAL LIABILITIES	18	\$ 13,718,075

EQUITY CAPITAL

Preferred Stock	19	185,500
Common Stock	20	28
Paid-in Surplus	21	316,329
Other Capital Accounts	22	(1,511)
Retained Earnings	23	573,105
TOTAL EQUITY CAPITAL	24	\$ 1,073,451
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 14,791,526

HOUSTON Continued

Coastal Banc ssb

Street Address: 5718 Westheimer, Ste. 600, 77057

713/435-5000

Mail Address: 5718 Westheimer, Ste. 600, 77057

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

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

Board of Directors: Manuel J. Mehos, Chairman, Dennis S. Frank, James C. Niver, R. Edwin Allday, Robert E. Johnson, Jr., D. Fort Flowers, Jr., 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: 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, 1998

Unaudited
(in thousands)

ASSETS		
Cash on Hand and Other Deposits.....	01	\$ 44,930
Securities and Investments	02	2,016
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	49,819
Mortgage Loans (Include. MBS).....	04	2,614,809
Federal Funds Sold.....		-
Other Loans.....	05	173,368
Real Estate Owned	06	4,925
Investment in Real Estate.....	07	-
Office Premises & Equipment, net.....	08	33,116
Investments in Subsidiary Corporations.....	09	131
Goodwill.....	10	30,687
Other Assets and Deferred Charges.....	11	25,932
TOTAL ASSETS.....	12	\$2,979,733
LIABILITIES		
Deposit Accounts	13	1,705,242
Advances from FHLB of Dallas.....	14	966,720
Other Borrowed Money.....	15	100,000
Other Liabilities.....	16	19,852
TOTAL LIABILITIES	17	\$2,791,814
EQUITY CAPITAL		
Preferred Stock.....	18	73,680
Common Stock.....	19	-
Paid-in Surplus	20	32,454
Other Capital Accounts	21	(1,374)
Retained Earnings.....	22	83,159
TOTAL EQUITY CAPITAL.....	23	\$ 187,919
TOTAL LIABILITIES AND EQUITY CAPITAL.....	24	\$2,979,733

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, 1998

ASSETS

Cash on Hand and Demand Deposits.....	01	\$ 131
Securities and Investments.....	02	1
Stock in Federal Home Loan Bank/Federal Reserve Bank.....	03	499
Mortgage Loans (Incl. MBS).....	04	
Federal Funds Sold.....	05	
Other Loans.....	06	
Real Estate Owned.....	07	145
Investment in Real Estate.....	08	
Office Premises & Equipment, net.....	09	5
Investments in Subsidiary Corporations.....	10	
Goodwill.....	11	
Other Assets and Deferred Charges.....	12	88,657
TOTAL ASSETS.....	13	\$ 89,438

LIABILITIES

Deposit Accounts.....	14	39,084
Advances from FHLB of Dallas.....	15	
Other Borrowed Money.....	16	17,934
Other Liabilities.....	17	
TOTAL LIABILITIES.....	18	\$ 57,018

EQUITY CAPITAL

Preferred Stock.....	19	7,500
Common Stock.....	20	0
Paid-in Surplus.....	21	45,000
Other Capital Accounts.....	22	4,984
Retained Earnings.....	23	<25,064>
TOTAL EQUITY CAPITAL.....	24	\$ 32,420
TOTAL LIABILITIES AND EQUITY CAPITAL.....	25	\$ 89,438

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 713/781-8136

Managing Officer: Robert Parker, President

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

Board of Directors: Robert F. Parker, Chairman, William V. Condrey, John W.

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

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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 21,255,000
Securities and Investments	02	-0-
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	22,239,000
Mortgage Loans (Incl. MBS)	04	373,862,000
Federal Funds Sold	05	7,200,000
Other Loans	06	359,000
Real Estate Owned	07	65,863,000
Investment in Real Estate	08	3,090,000
Office Premises & Equipment, net	09	77,451,000
Investments in Subsidiary Corporations	10	-0-
Goodwill	11	-0-
Other Assets and Deferred Charges	12	6,186,000
TOTAL ASSETS	13	\$ 577,505,000

LIABILITIES

Deposit Accounts	14	384,798,000
Advances from FHLB of Dallas	15	-0-
Other Borrowed Money	16	89,404,000
Other Liabilities	17	1,940,000
TOTAL LIABILITIES	18	\$ 476,142,000

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	250,000
Paid-in Surplus	21	55,162,000
Other Capital Accounts	22	(2,424,000)
Retained Earnings	23	48,375,000
TOTAL EQUITY CAPITAL	24	\$ 101,363,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 577,505,000

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 713/439-1386

Managing Officer: Don A. Birkelbach

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 Evanoski, 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. Houstoun, 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, 1998

ASSETS

Cash on Hand and Other Deposits	01 \$ 57,919
Securities and Investments	02 1,800
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 792
Mortgage Loans (Incl. MBS)	04 141,398
Federal Funds Sold	05 -0-
Other Loans	06 17,232
Real Estate Owned	07 -0-
Investment in Real Estate	08 -0-
Office Premises & Equipment, net	09 1,779
Investments in Subsidiary Corporations	10 -867-
Goodwill	11 95
Other Assets and Deferred Charges	12 1,822
TOTAL ASSETS	13 \$223,704

LIABILITIES

Deposit Accounts	14 208,655
Advances from FHLB of Dallas	15 -
Other Borrowed Money	16 -
Other Liabilities	17 1,168
TOTAL LIABILITIES	18 \$209,823

EQUITY CAPITAL

Preferred Stock	19 530
Common Stock	20 2,368
Paid-in Surplus	21 1,117
Other Capital Accounts	22 (120)
Retained Earnings	23 9,986
TOTAL EQUITY CAPITAL	24 \$ 13,881
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ 223,704

HOUSTON Continued

Liberty Savings Association

(merged into FirstCapital Bank, ssb, Victoria, effective 1/1/99)

Street Address: 3501 Fannin St., 77004

713/524-9093

Mail Address: P.O. Box 8245, 77288

FAX 713/529-6033

Managing Officer:

Other Officers:

Board of Directors:

Charter Number: 191

Number of Authorized Branches: 3

Charter Date: 09/15/26

Number of Operating Branches: 2

Date Insured: 08/31/37

Number of Operating Agencies: 0

Branch Locations: Houston

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01 \$ 3,133,888
Securities and Investments	02 5,649,770
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 588,100
Mortgage Loans (incl. MBS)	04 65,253,190
Federal Funds Sold	05 -0-
Other Loans	06 18,708,870
Real Estate Owned	07 41,739
Investment in Real Estate	08 -0-
Office Premises & Equipment, net	09 796,366
Investments in Subsidiary Corporations	10 -0-
Goodwill	11 2,398,437
Other Assets and Deferred Charges	12 3,027,476
TOTAL ASSETS	13 \$ 99,597,836

LIABILITIES

Deposit Accounts	14 75,096,002
Advances from FHLB of Dallas	15 6,964,197
Other Borrowed Money	16 -0-
Other Liabilities	17 3,041,373
TOTAL LIABILITIES	18 \$ 85,101,573

EQUITY CAPITAL

Preferred Stock	19 -0-
Common Stock	20 345,300
Paid-in Surplus	21 6,460,677
Other Capital Accounts	22 (14,638)
Retained Earnings	23 7,704,924
TOTAL EQUITY CAPITAL	24 \$ 14,496,263
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ 99,597,836

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, 1998

ASSETS

Cash on Hand and Demand Deposits.....	01	\$ 20,059,861
Securities and Investments	02	<u>33,275,573</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	<u>409,269</u>
Mortgage Loans (Incl. MBS)	04	<u>23,309,682</u>
Federal Funds Sold.....	05	<u>0</u>
Other Loans	06	<u>5,211,366</u>
Real Estate Owned	07	<u>15,131</u>
Investment in Real Estate	08	<u>614,511</u>
Office Premises & Equipment, net	09	<u>123,641</u>
Investments in Subsidiary Corporations.....	10	<u>0</u>
Goodwill	11	<u>0</u>
Other Assets and Deferred Charges	12	<u>407,894</u>
TOTAL ASSETS.....	13	\$ <u>83,426,928</u>

LIABILITIES

Deposit Accounts	14	<u>77,230,452</u>
Advances from FHLB of Dallas	15	<u>0</u>
Other Borrowed Money	16	<u>0</u>
Other Liabilities	17	<u>254,687</u>
TOTAL LIABILITIES.....	18	\$ <u>77,485,139</u>

EQUITY CAPITAL

Preferred Stock	19	<u>0</u>
Common Stock.....	20	<u>1,615,000</u>
Paid-in Surplus.....	21	<u>2,001,872</u>
Other Capital Accounts	22	<u>0</u>
Retained Earnings	23	<u>2,324,917</u>
TOTAL EQUITY CAPITAL.....	24	\$ <u>5,941,789</u>
TOTAL LIABILITIES AND EQUITY CAPITAL.....	25	\$ <u>83,426,928</u>

HURST

Affiliated Bank, F.S.B.

Street Address: 2000 Precinct Line Rd., Ste. 100, 76054

817/581-2255

Mail Address: P.O. Box 1294, 76053

FAX 817/581-2332

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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$379,308
Securities and Investments	02	148,488
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	
Mortgage Loans (Incl. MBS)	04	6,084,000
Federal Funds Sold	05	435,000
Other Loans	06	3,523,160
Real Estate Owned	07	60,000
Investment in Real Estate	08	
Office Premises & Equipment, net	09	76,151
Investments in Subsidiary Corporations	10	
Goodwill	11	
Other Assets and Deferred Charges	12	112,027
TOTAL ASSETS	13	\$10,818,134

LIABILITIES

Deposit Accounts	14	8,155,439
Advances from FHLB of Dallas	15	406,000
Other Borrowed Money	16	
Other Liabilities	17	168,188
TOTAL LIABILITIES	18	\$8,729,627

EQUITY CAPITAL

Preferred Stock	19	
Common Stock	20	
Paid-in Surplus	21	
Other Capital Accounts	22	643,408
Retained Earnings	23	1,445,099
TOTAL EQUITY CAPITAL	24	\$2,098,507
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$10,818,134

JACKSONVILLE

Jacksonville Savings Bank, SSB

Street Address: Neches and Commerce, 75766

903/586-9861

Mail Address: P.O. Box 401, 75766

FAX 903/586-5044

Managing Officer: Jerry Chancellor, President

Other Officers: Bill W. Taylor, EVP; Jerry Hammons, SVP; Chan Campsey,
VP/Compliance; Marcus Miliara, VP; Wayne Jones, VP; Kenneth Melvin, Jr., VP;
Tami Thurman, VP; Lana Cook, VP; Joe Sepulva, VP; Sandy Hanson, VP; Sandra
Thompson, Secretary/Treasurer

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

Charter Number: 172

Number of Authorized Branches: 7

Charter Date: 09/01/25

Number of Operating Branches: 6

Date Insured: 01/23/36

Number of Operating Agencies: 0

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

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 8,143,000
Securities and Investments	02	45,950,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,646,000
Mortgage Loans (Incl. MBS)	04	180,712,000
Federal Funds Sold	05	0
Other Loans	06	16,292,000
Real Estate Owned	07	599,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	3,841,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	3,005,000
TOTAL ASSETS	13	\$ 260,188,000

LIABILITIES

Deposit Accounts	14	208,329,000
Advances from FHLB of Dallas	15	15,000,000
Other Borrowed Money	16	1,219,000
Other Liabilities	17	1,620,000
TOTAL LIABILITIES	18	\$ 226,168,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	19,000
Paid-in Surplus	21	15,830,000
Other Capital Accounts	22	49,000
Retained Earnings	23	18,122,000
TOTAL EQUITY CAPITAL	24	\$ 34,020,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 260,188,000

LA GRANGE

Fayette Savings Bank, ssb

Street Address: 111 E. Travis, 78945

409/968-9511

Mail Address: P.O. Box M, 78945

FAX 409/968-5410

Managing Officer: David J. Zapalac, President

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

Board of Directors: William H. Schovajsa, Chairman, W. Douglas Ankenman, Jr.,

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

Maeker, Robert Saunders, David J. Zapalac

Charter Number: 526

Number of Authorized Branches: 3

Charter Date: 12/30/76

Number of Operating Branches: 3

Date Insured: 08/29/78

Number of Operating Agencies: 0

Branch Locations: Columbus, Flatonia, Schulenburg

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 4,911,091
Securities and Investments	02	3,477,607
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	393,600
Mortgage Loans (Incl. MBS)	04	42,508,317
Federal Funds Sold	05	---
Other Loans	06	6,294,191
Real Estate Owned	07	---
Investment in Real Estate	08	---
Office Premises & Equipment, net	09	1,993,450
Investments in Subsidiary Corporations	10	27,535
Goodwill	11	---
Other Assets and Deferred Charges	12	53,796
TOTAL ASSETS	13	\$ 59,659,587

LIABILITIES

Deposit Accounts	14	55,621,477
Advances from FHLB of Dallas	15	---
Other Borrowed Money	16	---
Other Liabilities	17	432,858
TOTAL LIABILITIES	18	\$ 56,054,335

EQUITY CAPITAL

Preferred Stock	19	---
Common Stock	20	1,173,500
Paid-in Surplus	21	1,806,694
Other Capital Accounts	22	46,124
Retained Earnings	23	578,934
TOTAL EQUITY CAPITAL	24	\$ 3,605,252
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 59,659,587

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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 3,646.993
Securities and Investments	02	15,182.611
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	268.300
Mortgage Loans (Incl. MBS)	04	14,807.166
Federal Funds Sold	05	
Other Loans	06	6,920.921
Real Estate Owned	07	
Investment in Real Estate	08	
Office Premises & Equipment, net	09	428.498
Investments in Subsidiary Corporations	10	
Goodwill	11	
Other Assets and Deferred Charges	12	220.674
TOTAL ASSETS	13	\$41,475.163

LIABILITIES

Deposit Accounts	14	34,815.672
Advances from FHLB of Dallas	15	1,169.064
Other Borrowed Money	16	
Other Liabilities	17	389.229
TOTAL LIABILITIES	18	\$36,373.965

EQUITY CAPITAL

Preferred Stock	19	
Common Stock	20	
Paid-in Surplus	21	
Other Capital Accounts	22	
Retained Earnings	23	5,101.98
TOTAL EQUITY CAPITAL	24	\$ 5,101.98
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 41,475.163

LUFKIN

Angelina Savings Bank, FSB

Street Address: 1721 Tulane Dr., 75901

409/639-3201

Mail Address: P.O. Box 2460, 75915

FAX 409/639-2968

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

Other Officers: H.J. Shands, Jr., President Emeritus; Bonnie Henderson, EVP; Reggie Squyres, VP; Barbara Wilson, VP; Barbara Driver, VP/Treasurer; Laurance E.

Sumners, Secretary; Peggy Thomas, AVP; Rita Wealand, 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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$9,253,000
Securities and Investments	02	3,313,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	243,000
Mortgage Loans (incl. MBS)	04	15,528,000
Federal Funds Sold	05	1,000,000
Other Loans	06	10,247,000
Real Estate Owned	07	-0-
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	861,000
Investments in Subsidiary Corporations	10	-0-
Goodwill	11	-0-
Other Assets and Deferred Charges	12	731,000
TOTAL ASSETS	13	\$41,176,000

LIABILITIES

Deposit Accounts	14	37,865,000
Advances from FHLB of Dallas	15	-0-
Other Borrowed Money	16	-0-
Other Liabilities	17	259,000
TOTAL LIABILITIES	18	\$38,124,000

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	1,912,000
TOTAL EQUITY CAPITAL	24	\$3,052,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$41,176,000

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: 171

Number of Authorized Branches: 3

Charter Date: 10/34

Number of Operating Branches: 3

Date Insured: 10/34

Number of Operating Agencies: 0

Branch Locations: Grand Saline, Quitman, Winnsboro

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 2,048,662
Securities and Investments	02	30,967,890
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	495,100
Mortgage Loans (Incl. MBS)	04	52,910,386
Federal Funds Sold	05	1,465,000
Other Loans	06	1,506,980
Real Estate Owned	07	
Investment in Real Estate	08	28,268
Office Premises & Equipment, net	09	408,563
Investments in Subsidiary Corporations	10	203,895
Goodwill	11	
Other Assets and Deferred Charges	12	861,408
TOTAL ASSETS	13	\$ 90,896,152

LIABILITIES

Deposit Accounts	14	70,794,087
Advances from FHLB of Dallas	15	6,000,000
Other Borrowed Money	16	
Other Liabilities	17	282,924
TOTAL LIABILITIES	18	\$ 77,077,011

EQUITY CAPITAL

Preferred Stock	19	
Common Stock	20	
Paid-in Surplus	21	
Other Capital Accounts	22	71,825
Retained Earnings	23	13,747,316
TOTAL EQUITY CAPITAL	24	\$ 13,819,141
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 90,896,152

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, Pam Burrow, Nancy Vincent, Bobby Duke, Curt Leger,
Karen Comeaux, Annette Bonnin, Gracie Henry, Cindi LaChance, Ben
Newsom

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

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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 3,372,000
Securities and Investments	02	18,162,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,308,000
Mortgage Loans (Incl. MBS)	04	123,163,000
Federal Funds Sold	05	-0-
Other Loans	06	11,530,000
Real Estate Owned	07	80,000
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	4,991,000
Investments in Subsidiary Corporations	10	-0-
Goodwill	11	-0-
Other Assets and Deferred Charges	12	1,356,000
TOTAL ASSETS	13	\$ 163,962,000

LIABILITIES

Deposit Accounts	14	147,692,000
Advances from FHLB of Dallas	15	-0-
Other Borrowed Money	16	-0-
Other Liabilities	17	235,000
TOTAL LIABILITIES	18	\$ 147,927,000

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	250,000
Paid-in Surplus	21	-0-
Other Capital Accounts	22	3,115,000
Retained Earnings	23	12,670,000
TOTAL EQUITY CAPITAL	24	\$ 16,035,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 163,962,000

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

Managing Officer: Richard M. Amis, President

Other Officers: Tommy W. Lewis, SVP; Joseph W. Farmer, Jr., VP; James W.

Vaughan, Jr., VP; Chris Mallory, VP; Helen Clark, AVP; Jeff Wright, AVP;

Roxanne Raper, AVP; Shirley E. Pratt, Treasurer; Peggy Frierson, Secretary

Board of Directors: Robert K. Campbell, Chairman, Richard M. Amis, Dr. James

Brunette, Marvin Gibbs, Richard Margraves, Sims Norment, M.K. Russell, Jr.,

Tim Taylor, Homer Thornton, Jr.

Charter Number:

Number of Authorized Branches: 3

Charter Date: 1922

Number of Operating Branches: 2

Date Insured: 1934

Number of Operating Agencies: 0

Branch Locations: Clarksville, Mt. Pleasant

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 204,828.
Securities and Investments	02	12,880,302.
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,622,600.
Mortgage Loans (Incl. MBS)	04	176,120,286.
Federal Funds Sold	05	_____
Other Loans	06	21,150,361.
Real Estate Owned	07	116,411.
Investment in Real Estate	08	294,731.
Office Premises & Equipment, net	09	2,238,058.
Investments in Subsidiary Corporations	10	_____
Goodwill	11	_____
Other Assets and Deferred Charges	12	316,337.
TOTAL ASSETS	13	\$ 214,943,914.

LIABILITIES

Deposit Accounts	14	177,124,178.
Advances from FHLB of Dallas	15	21,275,000.
Other Borrowed Money	16	_____
Other Liabilities	17	1,051,830.
TOTAL LIABILITIES	18	\$ 199,451,008.

EQUITY CAPITAL

Preferred Stock	19	_____
Common Stock	20	_____
Paid-in Surplus	21	_____
Other Capital Accounts	22	_____
Retained Earnings	23	15,492,906.
TOTAL EQUITY CAPITAL	24	\$ 15,492,906.
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 214,943,914.

PERRYTON

Interstate Bank, ssb

Street Address: 301 S. Main St., 79070

806/435-4071

Mail Address: P.O. Box 947, 79070

FAX 806/435-1179

Managing Officer: John Cluck, President/CEO

Other Officers: Nina Beth Hargrove, Sr. EVP/COO; 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: 370

Number of Authorized Branches: 1

Charter Date: 05/09/58

Number of Operating Branches: 1

Date Insured: 02/26/59

Number of Operating Agencies: 0

Branch Locations: Spearman

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 4,495,000
Securities and Investments	02	10,916,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	364,000
Mortgage Loans (incl. MBS)	04	34,235,000
Federal Funds Sold	05	-0-
Other Loans	06	12,101,000
Real Estate Owned	07	40,000
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	662,000
Investments in Subsidiary Corporations	10	-0-
Goodwill	11	-0-
Other Assets and Deferred Charges	12	901,000
TOTAL ASSETS	13	\$63,714,000

LIABILITIES

Deposit Accounts	14	55,741,000
Advances from FHLB of Dallas	15	3,278,000
Other Borrowed Money	16	-0-
Other Liabilities	17	413,000
TOTAL LIABILITIES	18	\$59,432,000

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	484,000
Paid-in Surplus	21	1,219,000
Other Capital Accounts	22	53,000
Retained Earnings	23	2,526,000
TOTAL EQUITY CAPITAL	24	\$ 4,282,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$63,714,000

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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 2,353,000.
Securities and Investments	02	4,361,000.
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	311,100.
Mortgage Loans (incl. MBS)	04	30,365,000.
Federal Funds Sold	05	_____
Other Loans	06	11,823,000.
Real Estate Owned	07	83,000.
Investment in Real Estate	08	_____
Office Premises & Equipment, net	09	913,000.
Investments in Subsidiary Corporations	10	20,000.
Goodwill	11	_____
Other Assets and Deferred Charges	12	172,900.
TOTAL ASSETS	13	\$50,402,000.

LIABILITIES

Deposit Accounts	14	44,952,000.
Advances from FHLB of Dallas	15	2,669,000.
Other Borrowed Money	16	_____
Other Liabilities	17	399,000.
TOTAL LIABILITIES	18	\$47,120,000.

EQUITY CAPITAL

Preferred Stock	19	_____
Common Stock	20	1,009,000.
Paid-in Surplus	21	361,000.
Other Capital Accounts	22	3,000.
Retained Earnings	23	1,009,000.
TOTAL EQUITY CAPITAL	24	\$ 3,282,000.
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$50,402,000.

REFUGIO

Olympic Savings Association

Street Address: 707 Commerce, 78377

512/526-2318

Mail Address: P.O. Drawer 1010, 78377

FAX 512/526-2310

Managing Officer: Richard Curtis, President

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

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

Charter Number: 387

Number of Authorized Branches: 1

Charter Date: 04/16/59

Number of Operating Branches: 1

Date Insured: 03/29/60

Number of Operating Agencies: 0

Branch Locations: Rockport

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 1,812,000
Securities and Investments	02	3,901,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	275,000
Mortgage Loans (incl. MBS)	04	18,095,000
Federal Funds Sold	05	1,375,000
Other Loans	06	180,000
Real Estate Owned	07	16,000
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	318,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	55,000
TOTAL ASSETS	13	\$ 26,025,000

LIABILITIES

Deposit Accounts	14	20,671,000
Advances from FHLB of Dallas	15	1,000,000
Other Borrowed Money	16	0
Other Liabilities	17	331,000
TOTAL LIABILITIES	18	\$ 22,002,000

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	3,716,000
TOTAL EQUITY CAPITAL	24	\$ 4,023,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$ 26,025,000

ROSENBERG

Fort Bend Federal Savings and Loan Association of Rosenberg

Street Address: 3400 Avenue H, 77471

281/342-5571

Mail Address: P.O. Box 951, 77471

FAX 281/238-7071

Managing Officer: Lane Ward, President

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

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

Charter Number: 2395

Number of Authorized Branches: 6

Charter Date: 11/25/33

Number of Operating Branches: 6

Date Insured: 10/26/34

Number of Operating Agencies: 0

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

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Demand Deposits	01	\$ 39,120,000
Securities and Investments	02	9,721,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,400,800
Mortgage Loans (Incl. MBS)	04	218,372,000
Federal Funds Sold	05	0
Other Loans	06	30,849,000
Real Estate Owned	07	37,000
Investment in Real Estate	08	25,000
Office Premises & Equipment, net	09	4,615,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	1,225,000
Other Assets and Deferred Charges	12	10,803,200
TOTAL ASSETS	13	\$316,168,000

LIABILITIES

Deposit Accounts	14	277,874,000
Advances from FHLB of Dallas	15	4,323,000
Other Borrowed Money	16	39,000
Other Liabilities	17	9,057,000
TOTAL LIABILITIES	18	\$291,293,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	9,000
Paid-in Surplus	21	7,988,000
Other Capital Accounts	22	<38,000>
Retained Earnings	23	16,916,000
TOTAL EQUITY CAPITAL	24	\$ 24,875,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$316,168,000

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, 1998

ASSETS

Cash on Hand and Demand Deposits.....	.01	\$ 140,249,000
Securities and Investments.....	.02	240,728,000
Stock in Federal Home Loan Bank/Federal Reserve Bank.....	.03	20,184,000
Mortgage Loans (Incl.MBS).....	.04	753,801,000
Other Loans.....	.05	5,796,368,000
Real Estate Owned.....	.06	16,000
Investment in Real Estate.....	.07	414,000
Office Premises & Equipment, net.....	.08	117,339,000
Investment in Subsidiary Corporations.....	.09	0
Goodwill.....	.10	0
Other Assets and Deferred Charges.....	.11	115,294,000
TOTAL ASSETS	12	\$ 7,184,393,000

LIABILITIES

Deposit Accounts.....	13	\$ 4,224,117,000
Advances from FHLB of Dallas.....	14	55,000,000
Other Borrowed Money.....	15	2,127,671,000
Other Liabilities.....	16	103,719,000
TOTAL LIABILITIES	17	\$ 6,510,507,000

EQUITY CAPITAL

Preferred Stock.....	18	\$ 25,100,000
Common Stock.....	19	18,000,000
Paid-in Surplus.....	20	166,855,000
Other Capital Accounts.....	21	0
Retained Earnings.....	22	463,931,000
TOTAL EQUITY CAPITAL	23	\$ 673,886,000
TOTAL LIABILITIES AND EQUITY CAPITAL	24	\$ 7,184,393,000

SAN MARCOS

Balcones Bank, SSB

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

512/396-2468

Mail Address: P.O. Drawer 926, 78667

FAX 512/353-0478

Managing Officer: W. Chapman Bell, President

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

Board of Directors: Howard Yeargan, Chairman, W. Chapman Bell, Brian McCoy, Emmett McCoy, Patty Sullivan, Frank Irby

Charter Number: 7

Number of Authorized Branches: 2

Charter Date: 10/1/94

Number of Operating Branches: 2

Date Insured: 03/03/80

Number of Operating Agencies: 0

Branch Locations: Kyle, Wimberly

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 7,371,000
Securities and Investments	02	12,524,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	328,000
Mortgage Loans (Incl. MBS)	04	39,191,000
Federal Funds Sold	05	0
Other Loans	06	2,932,000
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	1,996,000
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	1,343,000
TOTAL ASSETS	13	\$65,685,000

LIABILITIES

Deposit Accounts	14	52,036,000
Advances from FHLE of Dallas	15	3,854,000
Other Borrowed Money	16	0
Other Liabilities	17	71,000
TOTAL LIABILITIES	18	\$55,961,000

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	6,650,000
Paid-in Surplus	21	2,897,000
Other Capital Accounts	22	(97,000)
Retained Earnings	23	274,000
TOTAL EQUITY CAPITAL	24	\$ 9,724,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$65,685,000

SMITHVILLE

Community Bank of Central Texas ssb

Street Address: 312 Main St., 78957

512/237-2482

Mail Address: P.O. Box 569, 78957

800/494-2482

Managing Officer: Brad Hurta, President

FAX 512/237-2484

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

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

Charter Number: 543

Number of Authorized Branches: 0

Charter Date: 08/07/34

Number of Operating Branches: 0

Date Insured: 12/22/34

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1998

UNAUDITED

ASSETS

Cash on Hand and Other Deposits	01 \$ 2,936,000
Securities and Investments	02 619,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 470,000
Mortgage Loans (Incl. MBS)	04 30,501,000
Federal Funds Sold	05 00
Other Loans	06 3,632,000
Real Estate Owned	07 0
Investment in Real Estate	08 0
Office Premises & Equipment, net	09 1,390,000
Investments in Subsidiary Corporations	10 1,000
Goodwill	11 0
Other Assets and Deferred Charges	12 257,000
TOTAL ASSETS	13 \$ 39,806,000

LIABILITIES

Deposit Accounts	14 32,138,000
Advances from FHLB of Dallas	15 4,000,000
Other Borrowed Money	16 0
Other Liabilities	17 325,000
TOTAL LIABILITIES	18 \$ 36,463,000

EQUITY CAPITAL

Preferred Stock	19 0
Common Stock	20 0
Paid-in Surplus	21 0
Other Capital Accounts	22 297,000
Retained Earnings	23 3,046,000
TOTAL EQUITY CAPITAL	24 \$ 3,343,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25 \$ 39,806,000

SNYDER

Snyder Savings and Loan Association

Street Address: 2619 College Ave., 79549

915/573-9305

Mail Address: P.O. Box 830, 79550

FAX 915/573-0235

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

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

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

Charter Number: 356

Number of Authorized Branches: 1

Charter Date: 07/26/57

Number of Operating Branches: 1

Date Insured: 08/09/89

Number of Operating Agencies: 1

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 2,710,000
Securities and Investments	02	6,860,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	375,000
Mortgage Loans (Incl. MBS)	04	31,298,000
Federal Funds Sold	05	-0-
Other Loans	06	2,202,000
Real Estate Owned	07	54,000
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	216,000
Investments in Subsidiary Corporations	10	-0-
Goodwill	11	-0-
Other Assets and Deferred Charges	12	386,000
TOTAL ASSETS	13	\$44,101,000

LIABILITIES

Deposit Accounts	14	34,842,000
Advances from FHLB of Dallas	15	4,586,000
Other Borrowed Money	16	-0-
Other Liabilities	17	410,000
TOTAL LIABILITIES	18	\$39,838,000

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	300,000
Paid-in Surplus	21	-0-
Other Capital Accounts	22	17,000
Retained Earnings	23	3,980,000
TOTAL EQUITY CAPITAL	24	\$4,263,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$44,101,000

SONORA

The Bank & Trust

Street Address: 207 Highway 277 N., 76950

915/387-2593

Mail Address: P.O. Box 895, 76950

FAX 915/387-5256

Managing Officer: Michael J. Healy, Jr., President

Other Officers: Ray Smith, EVP/Cashier; Tonya Brown, AVP; Jo Ann Hernandez,
Asst. Cashier; Lauri Smith, Asst. Cashier

Board of Directors: A.W. Bishop, S.W. Cauthorn, Larry Finklea, Michael J. Healy, Jr.,
Clay Hicks, Anita Hudson, Sherry Inghan, James Parker, Ray Smith, John
Tedford, Jr., David Wallace, Keith Wallace

Charter Number: 29

Number of Authorized Branches: 0

Charter Date: 11/13/98

Number of Operating Branches: 0

Date Insured: 11/13/98

Number of Operating Agencies: 0

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 966,000
Securities and Investments	02	8,888,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	-0-
Mortgage Loans (Incl. MBS)	04	4,411,000
Federal Funds Sold	05	5,670,000
Other Loans	06	6,648,000
Real Estate Owned	07	-0-
Investment in Real Estate	08	662,000
Office Premises & Equipment, net	09	156,000
Investments in Subsidiary Corporations	10	-0-
Goodwill	11	-0-
Other Assets and Deferred Charges	12	169,000
TOTAL ASSETS	13	\$27,570,000

LIABILITIES

Deposit Accounts	14	24,703,000
Advances from FHLB of Dallas	15	-0-
Other Borrowed Money	16	-0-
Other Liabilities	17	422,000
TOTAL LIABILITIES	18	\$25,125,000

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	750,000
Paid-in Surplus	21	750,000
Other Capital Accounts	22	26,000
Retained Earnings	23	919,000
TOTAL EQUITY CAPITAL	24	\$ 2,445,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$27,570,000

TERRELL

Terrell Federal Savings and Loan Association

Street Address: 102 W. High, 75160

972/563-2657

Mail Address: P.O. Box 39, 75160

FAX 972/563-6814

Managing Officer: Robert E. Watson

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

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

Charter Number: 3102

Number of Authorized Branches: 0

Charter Date: 04/17/22

Number of Operating Branches: 0

Date Insured: 04/17/22

Number of Operating Agencies: 1

Branch Locations: N/A

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 979,230
Securities and Investments	02	15,024,830
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	394,000
Mortgage Loans (Incl. MBS)	04	29,213,835
Federal Funds Sold	05	0
Other Loans	06	518,754
Real Estate Owned	07	0
Investment in Real Estate	08	158,549
Office Premises & Equipment, net	09	149,063
Investments in Subsidiary Corporations	10	128,402
Goodwill	11	0
Other Assets and Deferred Charges	12	224,828
TOTAL ASSETS	13	\$46,791,492

LIABILITIES

Deposit Accounts	14	41,943,774
Advances from FHLB of Dallas	15	0
Other Borrowed Money	16	0
Other Liabilities	17	356,988
TOTAL LIABILITIES	18	\$42,300,762

EQUITY CAPITAL

Preferred Stock	19	128,402
Common Stock	20	0
Paid-in Surplus	21	0
Other Capital Accounts	22	0
Retained Earnings	23	4,362,328
TOTAL EQUITY CAPITAL	24	\$4,490,730
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$46,791,492

TYLER

First Federal Savings and Loan Association

Street Address: 1200 S. Beckham, 75701

903/593-1767

Mail Address: P.O. Box 6910, 75711

FAX 903/593-1094

Managing Officer: Gerald W. Free, Vice Chairman/President/CEO

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

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

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS	Unaudited (In Thousands)
Cash on Hand and Demand Deposits	01 \$ <u>8,543</u>
Securities and Investments	02 <u>39,899</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03 <u>1,144</u>
Mortgage Loans (Incl. MBS)	04 <u>74,040</u>
Federal Funds Sold	05 <u>2,595</u>
Other Loans	06 <u>662</u>
Real Estate Owned	07 <u>0</u>
Investment in Real Estate	08 <u>0</u>
Office Premises & Equipment, net	09 <u>2,250</u>
Investments in Subsidiary Corporations	10 <u>0</u>
Goodwill	11 <u>0</u>
Other Assets and Deferred Charges	12 <u>1,519</u>
TOTAL ASSETS	13 \$ <u>130,652</u>
 LIABILITIES	
Deposit Accounts	14 <u>89,030</u>
Advances from FHLB of Dallas	15 <u>21,799</u>
Other Borrowed Money	16 <u>0</u>
Other Liabilities	17 <u>1,100</u>
TOTAL LIABILITIES	18 \$ <u>111,929</u>
 EQUITY	
Preferred Stock	19 <u>0</u>
Common Stock	20 <u>12</u>
Paid-in Surplus	21 <u>5,738</u>
Other Capital Accounts	22 <u>(793)</u>
Retained Earnings	23 <u>13,766</u>
TOTAL EQUITY	24 <u>18,723</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	25 <u>130,652</u>

VICTORIA

FirstCapital Bank, ssb

Street Address: 1205 N. Navarro, 77901

361/573-5241

Mail Address: P.O. Box 2118, 77902

FAX 361/573-1803

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; David Barnhart, SVP; Kathy Brookhouser, SVP/Controller; Stan Hubenak, FVP; Billy Perkins, FVP; Geri Schroeder, SVP; Becky Showers, SVP; Beverley Flessner, FVP

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

Charter Number: 17

Number of Authorized Branches: 13

Charter Date: 12/2/96

Number of Operating Branches: 13

Date Insured: 02/10/50

Number of Operating Agencies: 1

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

STATEMENT OF CONDITION - DECEMBER 31, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 15,499,000
Securities and Investments	02	14,187,000
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	1,303,000
Mortgage Loans (Incl. MBS)	04	144,487,000
Federal Funds Sold	05	4,750,000
Other Loans	06	66,901,000
Real Estate Owned	07	458,000
Investment in Real Estate	08	-0-
Office Premises & Equipment, net	09	8,104,000
Investments in Subsidiary Corporations	10	668,000
Goodwill	11	6,011,000
Other Assets and Deferred Charges	12	2,618,000
TOTAL ASSETS	13	\$264,986,000

LIABILITIES

Deposit Accounts	14	229,419,000
Advances from FHLB of Dallas	15	10,000,000
Other Borrowed Money	16	-0-
Other Liabilities	17	3,794,000
TOTAL LIABILITIES	18	\$243,213,000

EQUITY CAPITAL

Preferred Stock	19	-0-
Common Stock	20	1,317,000
Paid-in Surplus	21	21,039,000
Other Capital Accounts	22	58,000
Retained Earnings	23	(641,000)
TOTAL EQUITY CAPITAL	24	\$ 21,773,000
TOTAL LIABILITIES AND EQUITY CAPITAL	25	\$264,986,000

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: C. Sam Smith, President/CEO

Other Officers: Douglas J. Still, David W. Jones, Helen R. Bridges, Carla G. Almon,
Keri T. Binnion, Stephen P. Kehl, Debra K. Connelly, Dionea F. Bruner, Sandra
Meeks

Board of Directors: Charles D. Jones, Chairman, Edward Arredondo, Virginia
Cashion, James Meyer, C. Sam Smith, Walt Fair, William E. Blair, Jr.

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, 1998

ASSETS

Cash on Hand and Other Deposits	01	\$ 1,817,000
Securities and Investments	02	<u>2,023,000</u>
Stock in Federal Home Loan Bank/Federal Reserve Bank	03	0
Mortgage Loans (Incl. MBS)	04	<u>13,427,000</u>
Federal Funds Sold	05	<u>3,520,000</u>
Other Loans	06	<u>18,136,000</u>
Real Estate Owned	07	0
Investment in Real Estate	08	0
Office Premises & Equipment, net	09	<u>555,000</u>
Investments in Subsidiary Corporations	10	0
Goodwill	11	0
Other Assets and Deferred Charges	12	<u>526,000</u>
TOTAL ASSETS	13	<u>\$ 40,004,000</u>

LIABILITIES

Deposit Accounts	14	<u>35,308,000</u>
Advances from FHLB of Dallas	15	0
Other Borrowed Money	16	0
Other Liabilities	17	<u>152,000</u>
TOTAL LIABILITIES	18	<u>\$ 35,460,000</u>

EQUITY CAPITAL

Preferred Stock	19	0
Common Stock	20	<u>4,000,000</u>
Paid-in Surplus	21	<u>1,000,000</u>
Other Capital Accounts	22	<u>32,000</u>
Retained Earnings	23	<u>(488,000)</u>
TOTAL EQUITY CAPITAL	24	<u>\$ 4,544,000</u>
TOTAL LIABILITIES AND EQUITY CAPITAL	25	<u>\$ 40,004,000</u>

THE UNIVERSITY OF TEXAS-PAN AMERICAN



0 1161 0427 7680