



March 4, 2009

Mr. Neil M. Barofsky
Special Inspector General-TARP
Office of the Special Inspector General
Troubled Asset Relief Program
1500 Pennsylvania Avenue N.W. Suite 1064
Washington, D.C. 20220

Re: TARP Inquiry Dated February 6, 2009 – Patriot Bancshares, Inc./Patriot Bank

Dear Mr. Barofsky,

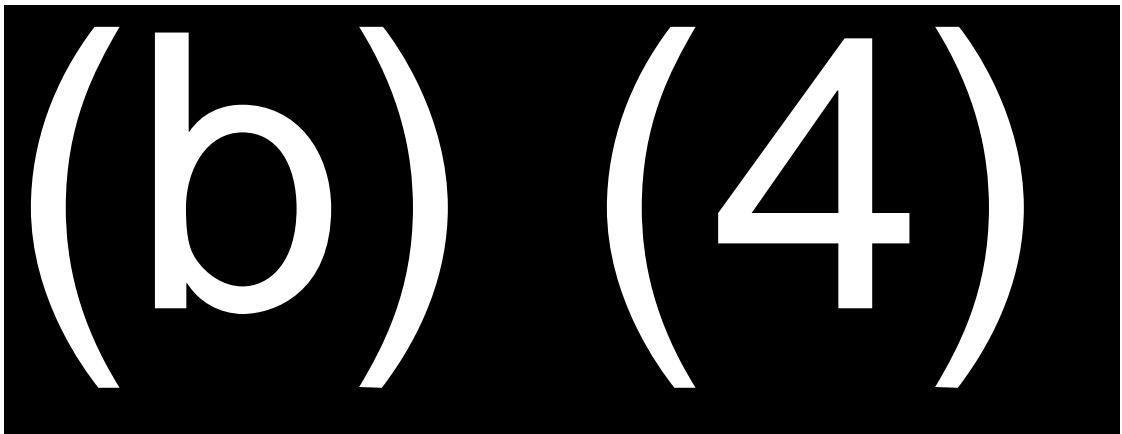
Pursuant to your request for information regarding TARP usage and compliance, we are providing the following response per your instructions:

1. TARP Usage: Effective December 19, 2008, the United States Treasury purchased \$26 million in preferred stock from Patriot Bancshares, Inc. ("Patriot Bancshares"). The proceeds were immediately deployed as supplemental capital to support the financial strength, the growth plans, and the lending plans of Patriot Bancshares/Patriot Bank.

(a) Our anticipated use of the TARP funds includes the following:

1. Infuse additional capital into Patriot Bank and support its ability to maintain "well capitalized" status. As of December 31, 2008, Patriot Bank's capital ratios were as follows: Tier 1 Leverage ratio of 10.92%, Tier 1 Risk-based ratio of 11.54% and Total risk-based ratio of 12.33%.

- 2.
- 3.
- 4.
- 5.



(b) Were TARP funds segregated from other institutional funds:

Approximately \$20 million of the \$26 million of TARP funds were infused into Patriot Bank as supplemental equity capital. As a result, these funds became part of Patriot Bank's general funds and comingled with other funds utilized to fund loans, fund daily deposit demands from customers, and support daily operation costs. The information technology available to the bank does not support the ability to segregate funds flowing through the system.

The remaining \$6 million of TARP funds was held as equity capital in Patriot Bancshares.

(c) Actual use of the TARP funds to date:

Patriot Bank is committed to stimulating our local economy, and Patriot Bank has used the TARP funds to leverage significant deposit growth to generate liquidity that was then invested in loans within our local markets. Since receipt of the \$20MM in TARP funds, Patriot Bank has already loaned out \$76.6 million in new loans or an amount equal to 295% of the total TARP funds received, and 383% of the TARP funds contributed to the bank.

In addition, Patriot Bank Mortgage, Inc., a wholly-owned subsidiary of Patriot Bank, funded single-family mortgage loans of approximately \$26 million in January 2009 and approximately \$30 million in February 2009. These single family loans included both purchases and re-financings.

(d) Expected use of unspent TARP funds:

While it is not possible to differentiate TARP funds from other funds flowing into the bank, Patriot Bank will continue its efforts to support the economy by making prudent loans in our markets.

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The \$6 million of TARP funds held in Patriot Bancshares will be used to support dividend payments on the Senior Preferred Stock issued to Treasury.

2. Plans for addressing executive compensation requirements:

Patriot Bank and Patriot Bancshares are committed to following the executive compensation requirements relating to its TARP funding. Patriot Bank and Patriot Bancshares executed amendments to the employment agreements of their senior executive officers to bind such officers to the TARP-related compensation requirements

as they existed prior to enactment of the American Recovery and Reinvestment Act of 2009 ("ARRA"), and we believe that Patriot Bank and Patriot Bancshares have been in compliance with the pre-ARRA compensation restrictions.

Our newly reconstituted Executive Compensation Committee (see below) will perform the compensation review process that is required within 90 days of TARP funding. We do not believe that any aspects of our executive compensation structure create incentives for unnecessary or excessive risks.

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In light of the new restrictions imposed by ARRA, we will not be paying any cash bonuses to our five most highly compensated employees from the date of ARRA's enactment until we are no longer a participant in the TARP program (or other program(s) to which the ARRA restrictions are tied). In the future, executives or employees may receive bonuses in the form restricted stock of Patriot Bancshares that complies with the AARA restrictions, although there are no immediate plans to adopt such a restricted stock program.

Historically, the respective boards of Patriot Bank and Patriot Bancshares had in place an Executive Committee that determined compensation for senior executive officers. Compensation of the Chairman/CEO was determined by the Board of Directors (without participation by the Chairman/CEO). In light of the TARP program requirements as supplemented by ARRA, we are in the process of establishing an Executive Compensation Committee comprised solely of outside directors. This committee will undertake the initial 90-day executive compensation review required under the TARP program and the semi-annual executive compensation reviews required by ARRA.

Patriot Bank and Patriot Bancshares previously did not have a luxury expenditure policy because luxury expenditures have never been condoned at Patriot Bank. However, we will adopt and are in the process of developing an organization-wide policy on luxury expenditures.

Patriot Bank and Patriot Bancshares are complying with the limits on deductibility of compensation for senior executive officers, and in light of ARRA also will put into

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place specific policies and procedures designed to ensure compliance with this limit.

(b) (4)

We look forward to the release of regulations and/or guidance by Treasury to aid our interpretation and application of the new ARRA compensation restrictions.

We hope that this letter has been informative and helpful for your understanding of our involvement in the TARP program. If we can answer questions or provide any additional information, please do not hesitate to contact the undersigned.

I certify the accuracy of all statements, representations, and supporting information provided, subject to the requirements and penalties set forth in Title 18 United States Code Section 1001.

Respectfully,



W. Don Ellis
Chairman and CEO

Patriot Bank of Houston, Texas
Statement of Condition
November 30, 2008
\$000s

CURRENT MONTH			YEAR TO DATE				
M-T-D ACTUAL	M-T-D PLAN	VARIANCE OVR(UND)	Y-T-D AVERAGE	Y-T-D AVG PLAN	VARIANCE OVR(UND)	Y-T-D PRIOR	VARIANCE OVR(UND)
LOANS:							
191,451	116,868	74,583	145,973	100,091	45,882	64,041	81,932
524,480	403,940	120,540	408,568	365,473	43,095	250,893	157,675
171,460	211,252	(39,792)	191,763	195,066	(3,303)	137,635	54,128
5,103	12,852	(7,749)	8,709	11,865	(3,155)	11,592	(2,883)
(1,037)	727	(1,763)	6,952	727	6,225	5,027	1,925
891,458	745,639	145,818	761,966	673,222	88,744	469,188	292,778
(4,155)	(5,555)	1,400	(3,903)	(4,486)	583	(2,342)	(1,561)
887,303	740,084	147,219	758,063	668,736	89,327	466,846	291,217
NET LOANS							
INVESTMENTS:							
40,760	64,755	(23,995)	37,985	67,305	(29,320)	25,355	12,629
	9,167	(9,167)	4,913	5,005	(92)	40,862	(35,948)
(141)		(141)	64		64	51	13
40,619	73,921	(33,302)	42,962	72,310	(29,348)	66,268	(23,306)
TOTAL INVESTMENT SECURITIES							
12,753	25,927	(13,173)	28,837	59,953	(31,117)	100,007	(71,170)
763	13,101	(12,338)	11,248	41,584	(30,335)	15,347	(4,099)
941,439	853,033	88,405	841,110	842,583	(1,473)	648,468	192,641
TOTAL EARNING ASSETS							
OTHER ASSETS:							
2,005	9,565	(7,560)	2,882	8,199	(5,317)	8,326	(5,444)
3,777	2,809	968	3,629	2,809	820	2,685	943
7,576	1,236	6,340	5,850	1,236	4,614	1,119	4,732
7,902	5,913	1,989	7,974	6,113	1,861	6,181	1,793
6,362	9,500	(3,138)	6,996	8,786	(1,790)	6,530	466
969,061	882,056	87,005	868,440	869,726	(1,285)	673,309	195,131
TOTAL ASSETS							

Patriot Bank of Houston, Texas
Statement of Condition
November 30, 2008
\$000s

CURRENT MONTH			YEAR TO DATE				
M-T-D ACTUAL	M-T-D PLAN	VARIANCE OVR(UND)	Y-T-D AVERAGE	Y-T-D AVG PLAN	VARIANCE OVR(UND)	Y-T-D PRIOR	VARIANCE OVR(UND)
			DEPOSITS:				
72,399	53,303	19,096	65,832	52,449	13,383	44,402	21,430
12,566	11,889	677	13,278	11,605	1,673	11,696	1,581
125,554	166,870	(41,315)	144,092	163,613	(19,520)	140,682	3,411
84,272	32,989	51,283	58,775	31,821	26,954	13,665	45,109
149,714	226,536	(76,822)	186,616	221,624	(35,008)	212,654	(26,038)
223,632	193,602	30,030	205,981	223,781	(17,800)	176,052	29,929
	100,517	(100,517)		71,637	(71,637)		
4,650	945	3,705	2,960	945	2,016	225	2,735
7,667	9,905	(2,238)	8,138	9,690	(1,551)	8,703	(564)
<u>680,454</u>	<u>796,555</u>	<u>(116,101)</u>	<u>685,673</u>	<u>787,164</u>	<u>(101,491)</u>	<u>608,080</u>	<u>77,593</u>
			OTHER FUNDING:				
191,200		191,200	96,595		96,595		96,595
<u>871,654</u>	<u>796,555</u>	<u>75,099</u>	<u>782,268</u>	<u>787,164</u>	<u>(4,896)</u>	<u>608,080</u>	<u>174,188</u>
			Other liabilities				
3,485	3,297	188	3,159	2,906	253	2,314	845
<u>875,139</u>	<u>799,852</u>	<u>75,287</u>	<u>785,427</u>	<u>790,070</u>	<u>(4,643)</u>	<u>610,393</u>	<u>175,034</u>
			SHAREHOLDERS EQUITY:				
35,827	35,827		41,705	35,827	5,878	35,827	5,878
50,360	36,360	14,000	34,721	36,360	(1,639)	23,950	10,771
	0	0	0	0	0	0	0
3,222	4,788	(1,566)	1,776	2,239	(463)	2,412	(636)
4,604	5,228	(624)	4,604	5,228	(624)	700	3,904
(91)		(91)	217		217	26	191
<u>93,922</u>	<u>82,204</u>	<u>11,718</u>	<u>83,024</u>	<u>79,655</u>	<u>3,369</u>	<u>62,916</u>	<u>20,108</u>
<u>969,061</u>	<u>882,056</u>	<u>87,005</u>	<u>868,451</u>	<u>869,726</u>	<u>(1,274)</u>	<u>673,309</u>	<u>195,142</u>

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Total equity capital (from Schedule RC, item 28).....	RCON3210	112,304	1.
2. Net unrealized gains (losses) on available-for-sale securities.....	RCON8434	-212	2.
3. Net unrealized loss on available-for-sale equity securities.....	RCONA221	0	3.
4. Accumulated net gains (losses) on cash flow hedges.....	RCON4336	553	4.
5. Nonqualifying perpetual preferred stock.....	RCONB588	0	5.
6. Qualifying minority interests in consolidated subsidiaries.....	RCONB589	0	6.
7. Not available			7.
a. Disallowed goodwill and other disallowed intangible assets.....	RCONB590	7,984	7.a.
b. Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank's own creditworthiness.....	RCONF264	0	7.b.
8. Subtotal.....	RCONC227	103,979	8.
9. Not available			9.
a. Disallowed servicing assets and purchased credit card relationships.....	RCONB591	0	9.a.
b. Disallowed deferred tax assets.....	RCON5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital.....	RCONB592	0	10.
11. Tier 1 capital.....	RCON8274	103,979	11.
12. Qualifying subordinated debt and redeemable preferred stock.....	RCON5306	0	12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital.....	RCONB593	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital.....	RCON5310	7,130	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....	RCON2221	0	15.
16. Other Tier 2 capital components.....	RCONB594	0	16.
17. Tier 2 capital.....	RCON5311	7,130	17.
18. Allowable Tier 2 capital.....	RCON8275	7,130	18.
19. Tier 3 capital allocated for market risk.....	RCON1395	0	19.
20. Deductions for total risk-based capital.....	RCONB595	0	20.
21. Total risk-based capital.....	RCON3792	111,109	21.
22. Average total assets (from Schedule RC-K, item 9).....	RCON3368	959,792	22.
23. Disallowed goodwill and other disallowed intangible assets (from item 7 above).....	RCONB590	7,984	23.
24. Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	RCONB591	0	24.
25. Disallowed deferred tax assets (from item 9.b above).....	RCON5610	0	25.
26. Other deductions from assets for leverage capital purposes.....	RCONB596	0	26.
27. Average total assets for leverage capital purposes.....	RCONA224	951,808	27.
28. Not available			28.
a. Adjustment to Tier 1 capital reported in item 11.....	RCONC228	0	28.a.
b. Adjustment to total risk-based capital reported in item 21.....	RCONB503	0	28.b.
29. Adjustment to risk-weighted assets reported in item 62.....	RCONB504	0	29.
30. Adjustment to average total assets reported in item 27.....	RCONB505	0	30.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

	(Column A) Percentage (Banks with Financial Subsidiaries)		(Column B) Percentage (All Banks)		
31. Tier 1 leverage ratio.....	RCON7273	0	RCON7204	0.1092	31.
32. Tier 1 risk-based capital ratio.....	RCON7274	0	RCON7206	0.1154	32.
33. Total risk-based capital ratio.....	RCON7275	0	RCON7205	0.1233	33.

(b) (8)

Totaling Branch		CURRENT	YESTERDAYS	CUR YR MTD	PRV MO	CUR YR YTD
L	ACCT	TITLE	BALANCE	BALANCE	AVG BAL	AVG BAL
0	10000	Currency and Coin	1,616,861.46	1,566,807.45	1,554,281.98	1,471,017.22
0	10010	Currency in Transit	31,200.00CR	6,500.00	6,175.00CR	30,207.31
0	10020	PETTY CASH	.00	.00	.00	.00
1	10025	Total Currency and Coin	1,585,661.46	1,573,307.45	1,548,106.98	1,501,224.54
0	10040	Cash Items	.00	.00	.00	.00
0	10045	FOREIGN ITEM	107,224.01	98,019.62	100,320.71	27,099.94
0	10050	ATM Clearing	51,869.96CR	57,229.44CR	52,946.70CR	48,022.36CR
0	10060	Collection Drafts	.00	.00	.00	3,220.89
0	10070	Proof Suspense	10,752.75	2,572.16CR	47,377.24CR	12,493.72
0	10075	MASTERCARD CLEARING	15,000.00	15,000.00	15,000.00	15,000.00
0	10080	WIRE CLEARING	.00	.00	.00	.00
1	10090	Total Cash Items	81,106.80	53,218.02	14,996.76	9,792.20
0	11010	Due From Federal Reserve	4,557,963.46	6,244,293.21	5,621,022.48	5,647,326.12
0	11011	FROST	.00	.00	.00	42,166.11
0	11012	FIRST STATE BANK HEMPHILL	.00	.00	.00	.00
0	11013	AMEGY BANK	1,446,711.61	1,156,165.24	1,185,952.28	984,011.71
0	11014	FROST LEGALEASE	.00	.00	.00	.00
0	11020	Due From Federal Home Loan Bank	426,590.44	426,590.44	452,601.33	279,172.94
0	11030	DUE FROM WELLS FARGO - INT BEARING	9,810,834.11	11,227,818.24	10,298,779.68	9,288,622.94
0	11035	DUE FR. WELLS RESERVE REQUIREMENT	3,593,000.00	3,593,000.00	3,593,000.00	3,775,857.14
0	11040	DUE FROM WELLS FARGO DDA	25,000.00	25,000.00	25,000.00	25,000.00
0	11045	DUE FROM TEXAS CAPITAL BK DDA	10,000.00	10,000.00	10,000.00	10,000.00
0	11050	DUE FROM TEXAS CAPITAL BK MONEY MKT	9,806,926.08	5,306,926.08	5,744,426.08	15,574,783.22
0	11055	TIB CREDIT CARD	142,395.02	142,395.02	142,395.02	142,315.56
0	11056	TIB OPERATING	.00	.00	.00	.00
0	11057	TIB OPERATING - PATRIOT	239,654.01	239,654.01	239,654.01	237,035.09
1	11060	Total Due From Banks	30,059,074.73	28,371,842.24	27,312,830.90	36,006,290.86
3	11070	Total Cash and Due From Banks	31,725,842.99	29,998,367.71	28,875,934.65	37,517,307.60
0	12010	U.S. Treasury Bonds - HTM	.00	.00	.00	.00
0	12020	U.S. Treasury Bonds - AFS	.00	.00	.00	.00
0	12030	U.S. Treasury Bonds - HFT	.00	.00	.00	.00
0	12040	U.S. Treasury Bonds - Premium	.00	.00	.00	.00
0	12050	U.S. Treasury Bonds - Discount	.00	.00	.00	.00
0	12060	U.S. Treasury Bonds - Unrealized Ga	.00	.00	.00	.00
1	12070	Total U.S. Treasury Bonds	.00	.00	.00	.00
0	12110	U.S. Agency - HTM	.00	.00	.00	.00
0	12120	U.S. Agency - AFS	10,846,466.92	10,846,466.92	10,846,466.92	10,959,461.19
0	12130	U.S. Agency - HFT	.00	.00	.00	.00
0	12140	U.S. Agency - Premium	108,802.14	108,802.14	108,802.14	111,648.24
0	12150	U.S. Agency - Discount	.00	.00	.00	.00
0	12160	U.S. Agency - Unrealized Gain/Loss	- 102,912.43CR	102,912.43CR	102,912.43CR	111,254.11CR
1	12170	Total U.S. Treasury Bonds	10,852,356.63	10,852,356.63	10,852,356.63	10,959,855.32
0	12210	Mortgage Backed Securities - HTM	.00	.00	.00	.00
0	12220	Mortgage Backed Securities - AFS	.00	.00	.00	.00
0	12230	Mortgage Backed Securities - HFT	.00	.00	.00	.00
0	12240	Mortgage Backed Securities - Premiu	.00	.00	.00	.00

Totaling Branch		CURRENT	YESTERDAYS	CUR YR MTD	PRV MO	CUR YR YTD
L	ACCT	BALANCE	BALANCE	AVG BAL	AVG BAL	AVG BAL
TITLE						
0	12250	Mortgage Backed Securities - Discou	.00	.00	.00	.00
0	12260	Mortgage Backed Securities - Unreal	.00	.00	.00	.00
1	12270	Total Mortgage Backed Securities	.00	.00	.00	.00
0	12310	CMO - HTM	.00	.00	.00	.00
0	12320	CMO - AFS	.00	.00	.00	.00
0	12330	CMO - HFT	.00	.00	.00	.00
0	12340	CMO - Premium	.00	.00	.00	.00
0	12350	CMO- Discount	.00	.00	.00	.00
0	12360	CMO - Unrealized Gain/Loss	.00	.00	.00	.00
1	12370	Total CMO Securities	.00	.00	.00	.00
0	12410	Municipal Securities - HTM	.00	.00	.00	.00
0	12420	Municipal Securities - AFS	.00	.00	.00	.00
0	12430	Municipal Securities - HFT	.00	.00	.00	.00
0	12440	Municipal Securities - Premium	.00	.00	.00	.00
0	12450	Municipal Securities - Discount	.00	.00	.00	2,318.97CR
0	12460	Municipal Securities - Unrealized G	.00	.00	.00	.00
1	12470	Total Municipal Securities	.00	.00	.00	2,318.97CR
0	12510	Marketable Equity Securities - HTM	.00	.00	.00	.00
0	12520	Marketable Equity Securities - AFS	.00	.00	.00	.00
0	12530	Marketable Equity Securities - HFT	.00	.00	.00	.00
0	12540	Marketable Equity Securities - Unre	.00	.00	.00	.00
1	12570	Total Marketable Equity Securities	.00	.00	.00	.00
0	12610	FHLB Stock	9,348,200.00	9,348,200.00	9,348,200.00	9,112,901.58
0	12611	PRB STOCK	.00	.00	.00	.00
0	12619	TIB STOCK	93,965.00	93,965.00	93,965.00	93,965.00
0	12620	Other Securities	.00	.00	.00	.00
1	12670	Total Other Securities	9,442,165.00	9,442,165.00	9,442,165.00	9,206,866.58
0	12710	Federal Funds Sold - FHLB	.00	.00	.00	.00
0	12720	Federal Funds Sold - Fed	.00	.00	.00	.00
0	12730	Federal Funds Sold - TIB	.00	.00	.00	.00
0	12740	Federal Funds Sold - Other	.00	.00	.00	.00
1	12770	Total Federal Funds Sold	.00	.00	.00	.00
3	12790	Total Investment Securities	20,294,521.63	20,294,521.63	20,294,521.63	20,167,647.64
0	13010	Consumer Real Estate	69,812,996.85	68,844,439.66	69,104,309.36	68,842,061.77
0	13120	Commercial Real Estate	449,687,233.45	447,958,960.38	448,341,450.31	446,531,662.94
0	13130	Participations Sold	32,720.30CR	32,720.30CR	32,720.30CR	33,694.90CR
0	13140	Home Equity Line of Credit	465,326.43	465,326.43	465,326.43	466,317.11
1	13170	Total Real Estate Loans	519,932,836.43	517,236,006.17	517,878,365.81	515,735,653.14
0	13210	Commercial Non Real Estate	170,529,239.52	170,862,661.03	169,744,791.93	166,096,987.54
0	13220	Commercial Unsecured	38,905,862.86	38,673,326.91	37,912,502.58	30,357,122.49
0	13230	Participations Sold	6,334,280.56CR	6,334,280.56CR	6,334,280.56CR	6,335,508.28CR
1	13270	Total Commercial Loans	203,100,821.82	203,201,707.38	201,323,013.96	190,115,032.78
0	13275	CONSUMER CONSTRUCTION	22,295,088.55	22,189,123.06	22,472,870.76	23,220,053.42

Totaling Branch		CURRENT	YESTERDAYS	CUR YR MTD	PRV MO	CUR YR YTD	
L	ACCT	BALANCE	BALANCE	AVG BAL	AVG BAL	AVG BAL	
0	13280	BUILDER CONSTRUCTION	106,788,074.57	106,861,084.94	107,008,068.77	105,862,416.36	104,437,626.89
0	13285	COMMERCIAL LAND DEVELOPMENT	29,691,950.30	29,691,950.30	29,690,940.17	29,745,526.14	28,609,338.60
0	13290	COMMERCIAL CONSTRUCTION	42,495,150.90	42,434,236.91	42,450,215.40	44,638,202.15	43,476,339.19
0	13293	CONSTRUCTION LOANS PURCHASED	.00	.00	.00	.00	.00
0	13294	DISCOUNT CONSTRUCTION LNS PURCHASED	104,758.40CR	104,758.40CR	104,758.40CR	111,692.38CR	115,824.75CR
0	13295	CONSTRUCTION PARTICIPATIONS SOLD	.00	.00	.00	.00	.00
1	13299	TOTAL CONSTRUCTION LOANS	201,165,505.92	201,071,636.81	201,517,336.72	203,196,115.82	199,627,533.35
0	13310	Consumer Non Real Estate	4,556,164.84	4,569,711.72	4,535,496.93	4,462,247.52	4,481,797.06
0	13320	Consumer Unsecured	491,215.68	471,215.68	476,965.44	480,254.77	486,168.84
0	13330	Participations Sold	.00	.00	.00	.00	.00
1	13370	Total Consumer Loans	5,047,380.52	5,040,927.40	5,012,462.38	4,942,502.29	4,967,965.90
0	13410	Overdrafts	213,010.16	136,561.34	216,246.72	198,319.60	163,768.50
0	13415	PARTICIPATIONS BOUGHT- AMEGY	.00	.00	.00	.00	.00
0	13420	Agricultural	.00	.00	.00	.00	.00
0	13430	Credit Card	.00	.00	.00	.00	.00
0	13440	Other Revolving Credit	.00	.00	.00	.00	.00
0	13450	Other	.00	.00	.00	.00	.00
0	13451	BILLS OF EXCHANGE	.00	.00	.00	.00	.00
0	13455	LOAN CLEARING	.00	.00	.00	172,184.97CR	217,955.33CR
0	13460	LOAN UNPOSTEDS	.00	.00	17,856.03	5,816.44CR	3,188.80CR
0	13465	LOANS IN PROCESS	4,293,377.43	7,313,595.33	7,035,143.76	4,965,859.71	5,598,200.79
0	13466	CASH RECEIPT CLEARING ACCOUNT	.00	.00	.00	744.35CR	330.82CR
0	13469	DISCOUNT ON LOANS ACQUIRED-NEN BANK	.00	.00	.00	.00	.00
1	13470	Total Other Loans	4,506,387.59	7,450,156.67	7,269,246.53	4,985,433.54	5,540,494.31
2	13480	Total Gross Loans	933,752,932.28	934,000,434.43	933,000,425.40	923,081,483.97	915,986,679.49
0	13550	Reserve for Loan Loss	7,302,401.07CR	7,314,005.70CR	7,310,625.84CR	7,235,683.72CR	7,075,483.70CR
0	13560	RESERVE FOR DEPOSIT LOSSES	32,168.02CR	32,168.02CR	32,168.02CR	21,343.09CR	14,982.52CR
1	13570	Total Loan Loss Reserve	7,334,569.09CR	7,346,173.72CR	7,342,793.86CR	7,257,026.81CR	7,090,466.23CR
3	13590	Total Net Loans	926,418,363.19	926,654,260.71	925,657,631.54	915,824,457.15	908,896,213.26
0	14010	Land	13,110.00	13,110.00	13,110.00	13,110.00	13,110.00
0	14020	Land Improvements	.00	.00	.00	.00	.00
0	14030	Accum Depr - Land Improvements	.00	.00	.00	.00	.00
1	14070	Total Land	13,110.00	13,110.00	13,110.00	13,110.00	13,110.00
0	14110	Bank Building	288,970.00	288,970.00	288,970.00	288,970.00	288,970.00
0	14120	Accum Depr - Bank Building	29,722.83CR	29,722.83CR	29,722.83CR	29,222.05CR	28,948.68CR
0	14130	Construction and Improvements	387,350.32	387,350.32	387,350.32	387,350.32	387,350.32
0	14140	Accum Depr - Const Improv	44,514.71CR	44,514.71CR	44,514.71CR	43,171.00CR	42,360.18CR
1	14170	Total Buildings	602,082.78	602,082.78	602,082.78	603,927.26	605,011.45
0	14210	Leasehold Improvements	1,696,401.51	1,696,401.51	1,624,219.35	1,407,672.90	1,401,353.31
0	14220	Accum Depr - Leasehold Improv	198,623.99CR	198,623.99CR	198,623.99CR	189,715.71CR	184,828.51CR
1	14270	Total Leasehold Improvements	1,497,777.52	1,497,777.52	1,425,595.36	1,217,957.18	1,216,524.79
0	14300	PURCHASES	74,649.34	74,649.34	146,831.49	349,202.80	304,268.50
0	14310	Furniture & Fixtures	979,328.27	979,328.27	979,328.27	979,328.27	979,328.27

Totaling Branch		CURRENT	YESTERDAYS	CUR YR MTD	PRV MO	CUR YR YTD	
L	ACCT TITLE	BALANCE	BALANCE	AVG BAL	AVG BAL	AVG BAL	
0	14320	Accum Depr - Furniture & Fixtures	429,437.04CR	429,437.04CR	429,437.04CR	417,772.48CR	410,825.12CR
0	14330	Equipment	2,175,137.90	2,175,137.90	2,175,137.90	2,167,401.98	2,162,827.81
0	14340	Accum Depr - Equipment	1,176,622.92CR	1,176,622.92CR	1,176,622.92CR	1,140,995.11CR	1,119,409.54CR
0	14350	Capital Lease	.00	.00	.00	.00	.00
0	14360	Accum Depr - Capital Lease	.00	.00	.00	.00	.00
0	14365	ART	9,706.74	9,706.74	9,706.74	9,706.74	9,706.74
1	14370	Total Furniture, Fixtures & Equipme	1,632,762.29	1,632,762.29	1,704,944.44	1,946,872.19	1,925,896.65
0	14410	Bank Autos	14,289.88	14,289.88	14,289.88	14,289.88	14,289.88
0	14420	Accum Depr - Autos	11,370.23CR	11,370.23CR	11,370.23CR	10,905.56CR	10,628.64CR
1	14470	Total Autos	2,919.65	2,919.65	2,919.65	3,384.31	3,661.23
2	14490	Bank Premises and Equipment	3,748,652.24	3,748,652.24	3,748,652.24	3,785,250.95	3,764,204.13
0	15010	Other Real Estate	7,907,823.63	7,907,823.63	7,969,983.13	7,941,632.56	7,631,357.89
0	15020	Repossessed Assets	.00	.00	.00	.00	.00
1	15070	Total OREO & Repo Assets	7,907,823.63	7,907,823.63	7,969,983.13	7,941,632.56	7,631,357.89
0	16010	AIR - U.S. Treasury Bonds	.00	.00	.00	.00	.00
0	16020	AIR - U.S. Agency Bonds	39,157.28	39,157.28	39,157.28	36,781.38	37,535.39
0	16030	AIR - MBS	.00	.00	.00	.00	.00
0	16040	AIR - CMO	.00	.00	.00	.00	.00
0	16050	AIR - Municipals	.00	.00	.00	.00	.00
0	16060	AIR - Other	11,600.00	11,600.00	11,600.00	828.57	1,104.76
1	16070	Total AIR Securities	50,757.28	50,757.28	50,757.28	37,609.95	38,640.15
0	16110	AIR - Consumer RE	262,334.92	265,811.44	278,484.06	298,277.81	291,449.91
0	16120	AIR - Commercial RE	1,384,920.28	1,397,683.29	1,401,719.63	1,372,084.50	1,312,707.69
0	16130	AIP - Pariticipations Sold RE	238.12CR	231.68CR	226.85CR	312.03CR	221.30CR
0	16140	AIR - Home Equity Line of Credit	882.79	840.16	808.18	557.89	642.33
0	16150	AIR - Commercial Non Real Estate	524,817.72	523,422.42	529,986.10	499,513.88	467,119.28
0	16160	AIR - Commercial Unsecured	48,720.25	44,861.90	43,282.26	42,037.08	39,413.43
0	16170	AIP - Participations Sold Commercia	35,018.30CR	34,065.71CR	33,351.99CR	22,414.19CR	20,183.82CR
0	16171	AIR - CONSUMER CONSTRUCTION	44,996.72	42,440.46	46,753.96	55,092.50	54,862.11
0	16172	AIR - BUILDER CONSTRUCTION	365,571.80	359,665.29	365,390.22	351,022.69	330,859.87
0	16173	AIR - COMMERCIAL CONSTRUCTION	69,858.13	88,360.55	79,821.07	112,375.94	104,276.29
0	16174	AIR- COMMERCIAL LAND DEVELOPMENT	141,767.22	138,710.77	150,011.19	151,742.47	142,857.73
0	16175	AIR - Consumer Non Real Estate	15,120.69	14,745.18	14,482.22	16,922.04	19,245.55
0	16180	AIR - Consumer Unsecured	688.15	579.82	853.54	1,202.05	1,403.52
0	16185	AIP - Participations Sold Consumer	.00	.00	.00	.00	.00
0	16186	AIR PARTICIPATIONS BOUGHT- AMEGY	.00	.00	.00	.00	.00
0	16190	AIR - Other	.00	.00	.00	.00	.00
1	16195	Total AIR Loans	2,824,422.25	2,842,823.89	2,878,013.62	2,878,102.68	2,744,432.65
0	17010	PREPAID MARKETING	6,249.64	6,249.64	5,663.51	4,532.74	6,806.69
0	17020	PREPAID PRINTING AND SUPPLIES	2,609.50	2,609.50	2,609.50	3,447.87	4,141.34
0	17025	PREPAID PLACEMENT FEES	.00	.00	.00	.00	.00
0	17030	PREPAID INSURANCE	12,918.07	12,918.07	12,918.07	20,223.95	25,978.99
0	17035	PREPAID FDIC ASSESSMENT	.00	.00	.00	.00	.00
0	17040	PREPAID DEBT COSTS	534,035.35	534,035.35	534,035.35	153,105.93	101,954.08
0	17045	PREPAID NEWSPAPER ADVERTISING	14,963.70CR	14,963.70CR	14,963.70CR	11,238.06CR	7,928.89CR
0	17050	LANDLORD LETTER OF CREDIT	1,351.86	1,351.86	1,351.86	1,351.86	1,351.86

Totaling Branch		CURRENT	YESTERDAYS	CUR YR MTD	PRV MO	CUR YR YTD	
L	ACCT TITLE	BALANCE	BALANCE	AVG BAL	AVG BAL	AVG BAL	
0	17055	PREPAID CONVERSION FEES	127.02	127.02	72,246.90	60,808.52	127,909.06
0	17060	PREPAID CD BROKER FEES	288,695.74	288,695.74	284,502.96	213,773.78	167,608.79
0	17070	PREPAID SERVICE CONTRACTS	70,098.12	70,098.12	70,098.12	75,383.68	69,438.36
0	17075	PREPAID DEPARTMENT OF BANKING FEES	.00	.00	.00	.00	.00
0	17080	PREPAID LICENSING FEES	137,344.08	137,344.08	137,344.08	144,294.73	148,022.55
1	17090	Total Prepaid Expense	1,038,465.68	1,038,465.68	1,105,806.65	665,685.03	645,282.85
0	18050	GL SUSPENSE	6.98	71.58	24,965.99	52,348.09	18,370.77
0	18075	GOODWILL	6,681,784.04	6,681,784.04	6,681,784.04	6,681,784.04	6,681,784.04
0	18076	INTANGIBLE ASSET	1,179,121.00	1,179,121.00	1,179,121.00	1,189,561.57	1,195,573.20
0	18080	INVESTMENT IN SUB - MORTGAGE	880,664.78	880,664.78	880,664.78	880,664.78	843,327.53
0	18081	INTERCOMPANY - MORTGAGE CO	31,479.47	31,479.47	31,479.47	184,502.77	162,767.30
0	18085	INTERCOMPANY- HOLDING COMPANY	15,670.03	15,670.03	15,670.03	10,135.97CR	4,325.78CR
0	18100	Deferred Tax Asset	1,995,988.98	1,995,988.98	1,995,988.98	1,995,988.98	1,995,988.98
0	18200	FAIR VALUE VALUATION- DERIVATIVES	1,209,267.30	1,121,559.05	1,209,267.30	1,127,823.92	1,212,167.60
0	18400	Letters of Credit	.00	.00	.00	.00	.00
0	18500	Other Assets	19,240.01	19,240.01	19,240.01	20,041.43	20,811.43
0	18501	BANK OWNED LIFE INS	1,276,240.00	1,276,240.00	1,276,240.00	1,273,282.85	1,268,415.26
0	18505	PROVISIONAL CREDIT SUSPENSE	1,101.17	1,101.17	1,101.17	1,950.63	1,839.17
0	18510	MERGER SUSPENSE	.00	.00	.00	.00	.00
0	18511	PREMIUM ON PURCHASED LOANS	.00	.00	.00	.00	.00
0	18600	SECURITY DEPOSITS	57,174.38	57,174.38	57,174.38	57,174.38	57,174.38
0	18700	LOAN INTEREST PURCHASED	.00	.00	.00	.00	.00
0	18800	ACCOUNTS RECEIVABLE	.00	.00	.00	3,667.08	1,777.98
1	18900	Total Other Assets	13,347,738.14	13,260,094.49	13,372,697.15	13,458,654.59	13,455,671.90
3	18950	TOTAL OTHER ASSETS	28,917,859.22	28,848,617.21	29,125,910.08	28,766,935.78	28,279,589.60
8	19999	Total Assets	1,007,356,587.03	1,005,795,767.26	1,003,953,997.90	1,002,510,720.87	987,615,648.44

Totaling Branch
L ACCT

TITLE

CURRENT
BALANCE

YESTERDAYS
BALANCE

CUR YR MTD
AVG BAL

PRV MO
AVG BAL

CUR YR YTD
AVG BAL

L ACCT	TITLE	CURRENT BALANCE	YESTERDAYS BALANCE	CUR YR MTD AVG BAL	PRV MO AVG BAL	CUR YR YTD AVG BAL	
0	20010	Personal DDA	8,103,739.26CR	8,330,431.14CR	8,231,106.23CR	7,948,495.01CR	9,181,016.23CR
0	20020	Non Personal DDA	65,095,732.15CR	63,520,379.26CR	61,731,449.46CR	63,535,535.83CR	65,148,400.81CR
0	20025	DDA CLEARING	14.70CR	1,976.57CR	13,912.85	9,914.33	12,242.74
0	20030	DDA UNPOSTED	85,934.44	6,824.15	392,655.71	136,239.21	160,605.19
0	20035	CLM ONLY- CASHIER'S CK FUNDING ACCT	.00	.00	.00	.00	.00
0	20040	IRS Back-up Withholding	17,348.71CR	17,348.71CR	17,339.18CR	16,059.39CR	16,507.83CR
0	20050	Cashier Checks	2,798,985.82CR	2,660,540.50CR	2,774,487.34CR	3,128,182.91CR	3,235,856.67CR
0	20055	LOAN PROCEEDS CHECK	.00	.00	.00	.00	.00
0	20060	Interest Checks	46,748.94CR	51,717.87CR	53,499.53CR	44,946.53CR	46,035.36CR
0	20070	Expense Checks	305,375.80CR	331,265.21CR	325,145.96CR	252,872.47CR	270,774.61CR
0	20075	Dividend Checks	.00	.00	.00	.00	.00
0	20080	TT&L Deposits	5,596.38CR	1,872.76CR	5,530.60CR	5,872.85CR	8,367.64CR
0	20090	MONEY ORDERS	.00	.00	.00	.00	.00
1	20099	Total Demand Deposits	76,287,607.32CR	74,908,707.87CR	72,731,989.76CR	74,785,811.47CR	77,734,111.23CR
0	20110	Personal NOW	8,118,086.45CR	8,133,405.82CR	8,067,484.56CR	7,702,864.01CR	7,782,621.92CR
0	20120	Non Personal NOW	6,939,359.00CR	6,940,899.18CR	6,969,020.12CR	6,805,881.40CR	6,132,836.86CR
0	20125	IOLTA	96.00CR	48.95CR	60.71CR	20.97CR	101.42CR
1	20190	Total NOW	15,057,541.45CR	15,074,353.95CR	15,036,565.39CR	14,508,766.40CR	13,915,560.21CR
0	20210	Personal MMA	85,324,070.65CR	85,220,647.62CR	85,862,029.47CR	84,666,042.33CR	86,176,265.60CR
0	20220	Non Personal MMA	31,161,103.88CR	30,850,285.80CR	31,630,427.23CR	34,381,201.04CR	34,221,961.67CR
1	20290	Total Money Market	116,485,174.53CR	116,070,933.42CR	117,492,456.70CR	119,047,243.38CR	120,398,227.27CR
0	20310	Personal Savings	85,679,751.49CR	85,332,060.58CR	85,429,091.67CR	78,987,067.37CR	75,969,413.70CR
0	20320	Non Personal Savings	2,982,533.93CR	2,907,010.33CR	2,925,360.45CR	2,895,056.82CR	2,619,148.95CR
0	20330	Savings Unposted	.00	.00	.00	.00	.00
1	20390	Total Savings	88,662,285.42CR	88,239,070.91CR	88,354,452.12CR	81,882,124.19CR	78,588,562.65CR
0	20410	Personal CD < 100	129,551,151.82CR	129,563,488.59CR	129,131,152.44CR	152,669,966.56CR	153,504,939.98CR
0	20420	Non Personal CD < 100	29,739,378.65CR	29,739,378.65CR	29,748,284.97CR	29,279,569.83CR	27,021,445.22CR
0	20430	Public Funds CD < 100	241,270.17CR	241,270.17CR	241,270.17CR	387,228.26CR	383,031.45CR
0	20440	CD UNPOSTEDS	.00	.00	.00	.00	.00
0	20450	CD CLEARING	60,000.00	290,839.43CR	116,735.03CR	209,541.36CR	320,047.32CR
1	20490	Total CD < 100	159,471,800.64CR	159,834,976.84CR	159,237,442.62CR	182,546,306.02CR	181,229,464.00CR
0	20510	Personal CD > 100	138,834,171.50CR	139,543,063.22CR	139,477,760.22CR	109,212,115.21CR	106,808,937.25CR
0	20520	Non Personal CD > 100	115,222,726.00CR	114,982,726.00CR	112,508,122.22CR	97,623,904.79CR	90,761,850.15CR
0	20530	Public Funds CD > 100	6,905,029.37CR	6,905,029.37CR	6,904,744.20CR	7,035,605.50CR	5,808,189.96CR
1	20590	Total CD > 100	260,961,926.87CR	261,430,818.59CR	258,890,626.65CR	213,871,625.51CR	203,378,977.36CR
0	20610	IRA < 100	5,578,032.78CR	5,576,775.62CR	5,572,509.37CR	5,385,404.60CR	5,374,224.46CR
0	20650	IRA >100	1,853,719.16CR	1,853,719.16CR	1,853,719.16CR	1,877,797.36CR	1,965,076.79CR
1	20690	Total IRA	7,431,751.94CR	7,430,494.78CR	7,426,228.53CR	7,263,201.97CR	7,339,301.25CR
0	20710	State of Texas Time	.00	.00	.00	.00	.00
0	20720	Other Deposits	.00	.00	.00	.00	.00
0	20730	DUE TO HONEY GROVE	.00	.00	.00	.00	.00
1	20790	Total Other Deposits	.00	.00	.00	.00	.00
2	20799	Total Deposits	724,358,088.17CR	722,989,356.36CR	719,169,761.79CR	693,905,078.98CR	682,584,204.01CR

Totaling Branch		CURRENT	YESTERDAYS	CUR YR MTD	PRV MO	CUR YR YTD
L	ACCT	BALANCE	BALANCE	AVG BAL	AVG BAL	AVG BAL
0	20810	FED FUNDS PURCHASED - (b) (4)	.00	.00	.00	.00
0	20820	FED FUNDS PURCHASED - FHLB ADV	.00	.00	.00	.00
0	20830	Fed Funds Purchased	.00	.00	.00	.00
1	20890	Total Fed Funds Purchased	.00	.00	.00	.00
0	20900	FHLB BORROWINGS	151,700,000.00CR	151,700,000.00CR	153,450,000.00CR	182,557,142.85CR
0	20950	REVERSE REPO SWEEPS	.00	.00	.00	63,523.58
0	20990	OTHER BORROWINGS	15,000,000.00CR	15,000,000.00CR	15,000,000.00CR	9,639,696.42CR
1	20999	TOTAL BORROWINGS	166,700,000.00CR	166,700,000.00CR	168,450,000.00CR	192,196,839.28CR
0	21010	AIP - NOW	1,928.52CR	1,500.01CR	1,178.34CR	5,468.01CR
0	21020	AIP - MMA	32,654.00CR	27,191.42CR	23,139.31CR	72,725.96CR
0	21030	AIP - Savings	26,759.97CR	21,168.79CR	17,073.32CR	67,125.54CR
0	21040	AIP - CD < 100	686,426.48CR	679,527.98CR	688,448.26CR	854,298.54CR
0	21050	AIP - CD > 100	704,756.41CR	704,659.07CR	704,504.48CR	604,212.78CR
0	21060	AIP - IRA	38,587.44CR	39,087.52CR	38,399.51CR	34,472.26CR
0	21070	AIP - State of Texas Time	.00	.00	.00	.00
0	21080	AIP - IOLTA	.00	.00	.00	.00
0	21085	AIP - FHLB BORROWINGS	.00	33,943.78CR	96,721.60CR	107,264.55CR
0	21086	AIP- OTHER BORROWINGS	33,943.78CR	.00	25,457.83CR	.00
1	21090	Total AIP	1,525,056.60CR	1,507,078.57CR	1,594,922.68CR	1,745,567.67CR
0	22010	Accrued Expenses	113,009.69CR	113,009.69CR	113,009.69CR	148,627.99CR
0	22015	ACCRUED BONUSES	1,000.00CR	1,000.00CR	1,000.00CR	10,642.85CR
0	22020	ACCRUED PROPERTY TAXES	9,837.09CR	9,837.09CR	11,081.60CR	11,386.56CR
0	22025	ACCRUED FDIC/TX DOB ASSESSMENTS	160,000.00CR	160,000.00CR	160,000.00CR	125,714.28CR
0	22030	ACCRUED COMMISSIONS	16,000.00CR	16,000.00CR	16,000.00CR	33,114.33CR
0	22035	ACCRUED AUDIT/TAX FEES	64,239.88CR	64,239.88CR	64,239.88CR	56,793.81CR
0	22040	ACCRUED RETIREMENT PLAN	190,197.00CR	190,197.00CR	190,197.00CR	195,570.00CR
0	22045	ACCRUED PROPERTY TAXES ORE	18,518.48CR	18,518.48CR	18,518.48CR	8,250.62CR
0	22050	ACCRUED LEGAL EXPENSES	21,036.35CR	21,036.35CR	21,036.35CR	16,750.63CR
0	22055	ACCRUED SWAP FEES	552.08CR	552.08CR	1,763.38CR	1,486.54CR
1	22090	Total Accrued Expenses	594,390.57CR	594,390.57CR	596,846.38CR	608,337.64CR
0	23010	Deferred Taxes Liability	32,080.82CR	32,080.82CR	32,080.82CR	32,080.82CR
0	23020	Deferred Taxes Securities	36,019.35	36,019.35	36,019.35	38,938.94
0	23030	DEFERRED TAXES- DERIVATIVES	172,209.00CR	.00	172,209.00CR	12,300.64CR
1	23090	Total Deferred Taxes	168,270.47CR	3,938.53	168,270.47CR	5,442.52CR
0	24010	Federal Income Tax Payable	37,807.34	37,807.34	37,807.34	37,807.34
0	24020	Franchise Tax Payable	93,769.01CR	93,769.01CR	93,769.01CR	91,197.58CR
1	24090	Total Taxes Payable	55,961.67CR	55,961.67CR	55,961.67CR	53,390.24CR
0	25010	Dividends Declared	.00	.00	.00	.00
0	25020	Other Liabilities	203,015.78CR	203,015.78CR	203,015.78CR	203,015.78CR
0	25025	MORTGAGE CLEARING	.00	.00	.00	.00
0	25028	RECON SUSPENSE	.00	.00	.00	.00
0	25030	Letters of Credit	.00	.00	.00	.00
0	25040	Deferred Loan Fees	.00	.00	.00	.00
0	25045	CLM- PARTICIPATION WIRE SETTLEMENT	.00	.00	.00	.00
0	25050	Loan remittance	.00	.00	.00	2,958.10CR
0	25055	CLM- PARTICIPATION CLEARING ACCOUNT	.00	.00	.00	.00

Totaling Branch		CURRENT	YESTERDAYS	CUR YR MTD	PRV MO	CUR YR YTD
L	ACCT TITLE	BALANCE	BALANCE	AVG BAL	AVG BAL	AVG BAL
0	25060	ACCOUNTS PAYABLE	461.53	461.53	461.53	461.53
0	25070	STOCK SUBSCRIPTION CLEARING	.00	.00	.00	.00
0	25075	PREFERRED STOCK SUBSCRIPTION CLRNG	.00	.00	.00	.00
0	25080	CLM- CUSTOMER FUNDS FOR ACTIVE LNS	.00	.00	.00	.00
0	25085	CLM- CUSTOMER FUNDS FOR PAID LNS	.00	.00	.00	.00
0	25089	FAIR VALUE VALUATION- DERIVATIVES	717,241.15CR	647,353.81CR	717,241.15CR	652,345.76CR
1	25090	Total Other Liabilities	919,795.40CR	849,908.06CR	919,795.40CR	857,858.12CR
7	29999	Total Liabilities	894,321,562.88CR	892,692,756.70CR	890,955,558.40CR	889,372,514.47CR
0	31000	Common Stock	35,827,234.65CR	35,827,234.65CR	35,827,234.65CR	35,827,234.65CR
0	31500	ADD PAID IN CAPITAL	47,868,181.08CR	47,868,181.08CR	47,868,181.08CR	47,868,181.08CR
0	31525	APIC- UNEARNED EQUITY COMPENSATION	.00	.00	.00	.00
0	32000	Surplus	23,098,054.25CR	23,098,054.25CR	23,098,054.25CR	23,098,054.25CR
0	33000	Retained Earnings	5,169,025.77CR	5,169,025.77CR	5,169,025.77CR	5,169,025.77CR
0	34000	Unrealized Gain/Loss	66,893.08	66,893.08	66,893.08	72,315.16
0	34025	UNREALIZED GAIN/LOSS- DERIVATIVES	319,817.15CR	474,205.24CR	319,817.15CR	463,177.51CR
0	35000	Current Year Profits	819,604.33CR	733,202.65CR	783,019.68CR	784,848.29CR
7	39000	Total Capital	113,035,024.15CR	113,103,010.56CR	112,998,439.50CR	113,138,206.39CR
8	39999	Total Liabilities & Capital	1,007,356,587.03CR	1,005,795,767.26CR	1,003,953,997.90CR	1,002,510,720.87CR

** END OF REPORT **