

NOTICE OF MEETING
COMMISSIONERS COURT OF UPSHUR COUNTY, TEXAS
MONDAY, MAY 24, 1999, 9:00 AM, SPECIAL SESSION
UPSHUR COUNTY COURTHOUSE, THIRD FLOOR

VOL 53 PG 1649

AGENDA

1. Approve the minutes of previous meetings.
2. Consider any budget amendments and take appropriate action.
3. Consider approval of any payroll changes and take action.
4. Consider approval of accounts payable and take action.
5. Consider bids on property that were tabled from the meeting of 5-10-99.
6. Consider approving a Minute Order from TxDOT concerning repaving of part of SH 300.
7. Accept for recording the Oath of Office for persons in the Sheriff's Office.
8. Accept for recording the bond for Melinda Copeland as a Reserve Deputy in the Sheriff's Office.
9. Consider and take action on accepting a resolution concerning the Diana Water Supply Corp.
10. Hear Kyle Perry, representative from Excel, regarding long distance service for the County.
11. Hear James Morton with a request to convert lots to acreage.
12. Discuss and accept for recording correspondence concerning the jail roof.
13. Request audits for all departments be presented to all members of the Court. Also discuss reason why Commissioners Court has not been presented with annual audit, which should have been presented at regular meeting in April.
14. Request for a member from the Sheriff's Department be present at all Commissioner Court meetings.
15. Hear from John Clements and Edie Lawson representing the Concerned Owners Association of Raintree Lakes.

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 20 PM 1:53
UPSHUR COUNTY, TX.
BY _____
DEPUTY

This above and foregoing is a true and correct copy of the original on file in this office.

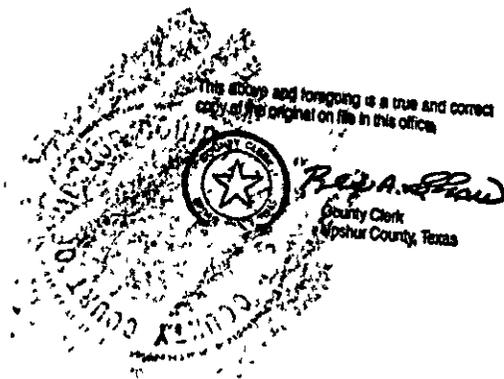


Rex A. Shaw
County Clerk
Upshur County, Texas

16. Discuss and take action on Upshur County taking over septic inspections duties from the State.
17. Discuss and take action regarding a request from Harmony Volunteer Fire Dept. for County to place a driveway culvert on Hwy. 154.
18. Discuss and take action on transferring Precinct #4 reserve money into salaries for part-time person.
19. Consider and take action on proposals for phone system for the jail. This was tabled at the meeting of 5-18-99.
20. Discuss and take action on accepting a contract to house prisoners from Rains County.
21. Open bids for equipment for Pct. 4 and take necessary action.
22. Accept for recording the contract between Upshur County and the First National Bank as the County depository for 1999-2001.
23. Open bids for motor grader for Pct. 4 and take necessary action.
24. Approve applications for use of Upshur County roads and right of way.

Charles L. Still

Charles L. Still
County Judge



FILED
REX A. SHAW
COUNTY CLERK
99 MAY 20 PM 1:53
UPSHUR COUNTY, TX.
BY *Rex A. Shaw*
DEPUTY

UPSHUR COUNTY COMMISSIONERS COURT

5-24-1999

COMMISSIONERS COURT MET IN SPECIAL SESSION. ALL MEMBERS PRESENT EXCEPT COMMISSIONER TOMMY STANLEY.

1. MOTION BY GADDIS LINDSEY SECONDED BY RUSSELL GREEN TO APPROVE MINUTES OF PREVIOUS MEETINGS DATED 5-10-1999 AND 5-18-1999. MOTION CARRIED.

3. MOTION BY GADDIS LINDSEY SECONDED BY RUSSELL GREEN TO APPROVE THE FOLLOWING PAYROLL CHANGES:

BROOKS JACKSON-JAIL-DUE TO PROMOTION
THOMAS HUNTER-PRECINCT #1-DUE TO NEW EMPLOYEE

MOTION CARRIED. PAYROLL CHANGE REPORTS ATTACHED.

2. MOTION BY GADDIS LINDSEY SECONDED BY RUSSELL GREEN TO APPROVE BUDGET AMENDMENTS AS PRESENTED BY COUNTY AUDITOR. MOTION CARRIED. BUDGET AMENDMENTS ATTACHED.

4. MOTION BY GADDIS LINDSEY SECONDED BY RICK JACKSON TO APPROVE ACCOUNTS PAYABLE NOW DUE. MOTION CARRIED.

JURY LIST (5-10-1999 AND 3-2-1999) PLACED INTO MINUTES FOR RECORDING PURPOSES ONLY.

BILLS PREVIOUSLY APPROVED ON 5-10-1999 PLACED INTO MINUTES FOR RECORDING PURPOSES ONLY.

6. MOTION BY GADDIS LINDSEY SECONDED BY RICK JACKSON TO ACCEPT FOR RECORDING A MINUTES ORDER FROM TXDOT CONCERNING REPAVING OF PART OF SH 300. MOTION CARRIED. COPY ATTACHED.

7. MOTION BY GADDIS LINDSEY SECONDED BY RICK JACKSON TO RECORD OATHS FOR ROXANNE BEDWELL, DONALD WILLEFORD AND KELLI CREED ALL IN SHERIFF'S OFFICE. MOTION CARRIED. COPIES ATTACHED.

8. MOTION BY RICK JACKSON SECONDED BY RUSSELL GREEN TO ACCEPT FOR RECORDING, BOND OF MELINDA DAWN COPELAND. MOTION CARRIED. BOND RECORDED IN VOLUME 7 PAGE 545.

9. MOTION BY RUSSELL GREEN SECONDED BY RICK JACKSON TO ACCEPT RESOLUTION CONCERNING THE DIANA WATER SUPPLY

CORPORATION. MOTION CARRIED. COPY OF RESOLUTION ATTACHED.

10. KYLE PERRY, REPRESENTATIVE OF EXCEL, MET WITH COURT TO DISCUSS LONG DISTANCE SERVICE FOR THE COUNTY. MOTION BY GADDIS LINDSEY SECONDED BY RICK JACKSON TO TABLE ANY ACTION UNTIL NEXT COMMISSIONERS COURT MEETING WHICH WILL BE 5-28-1999. MOTION CARRIED.

11. MOTION BY GADDIS LINDSEY SECONDED BY RUSSELL GREEN TO APPROVE REQUEST OF JAMES MORTON TO CONVERT 3 LOTS IN PHASE 5 (#437, #395 AND #402) GLENWOOD ACRES, INTO ACREAGE. MOTION CARRIED.

12. MOTION BY GADDIS LINDSEY SECONDED BY RICK JACKSON TO ACCEPT FOR RECORDING PURPOSES, CORRESPONDENCE CONCERNING JAIL ROOF. MOTION CARRIED. COPIES ATTACHED.

13. MOTION BY RUSSELL GREEN SECONDED BY GADDIS LINDSEY TO ACKNOWLEDGE VERBAL REPORT FROM COUNTY AUDITOR CONCERNING ANNUAL AUDIT. MS. LONG STATED ANNUAL AUDIT SHOULD BE READY FOR FIRST MEETING OF COMMISSIONERS COURT IN MONTH OF JUNE. MOTION CARRIED.

14. NO FORMAL ACTION TAKEN ON AGENDA ITEM REQUESTING A MEMBER FROM THE SHERIFF'S DEPARTMENT TO BE PRESENT AT ALL COMMISSIONERS COURT MEETINGS. SHERIFF CROSS, WHO WAS PRESENT STATED HE WAS USUALLY AT ALL MEETINGS, AND IF IN THE EVENT HE WAS NOT PRESENT, HE WOULD BE SURE SOMEONE ELSE WOULD BE PRESENT.

15. JOHN CLEMENTS, A REPRESENTATIVE FROM RAINTREE LAKES, MET WITH COURT TO PRESENT A CHECK IN THE AMOUNT OF \$4,000.00 TO PRECINCT 4, TO HELP WITH THE EXPENSE OF REPAIRING ROADS IN RAINTREE LAKES. MOTION BY RUSSELL GREEN SECONDED BY GADDIS LINDSEY TO ACCEPT THE CHECK AS DESIGNED, MEANING TO PUT IT AN ESCROW FOR PRECINCT 4. MOTION CARRIED WITH THE STIPULATION ALL LEGAL ASPECTS HAD BEEN CHECKED. COPIES ATTACHED.

16. COMMISSIONER RUSSELL GREEN STATED HE WOULD BE IN FAVOR OF THE COUNTY TAKING OVER SEPTIC INSPECTIONS DUTIES FROM THE STATE. JUDGE STILL ANNOUNCED HE WOULD CALL TEXAS NATURAL RESOURCE CONSERVATION COMMISSION AND HAVE SOMEONE PRESENT AT NEXT MEETING OF COMMISSIONERS COURT, WHICH WILL BE HELD FRIDAY, MAY 28, 1999.

17. MOTION BY RUSSELL GREEN SECONDED BY GADDIS LINDSEY TO TABLE ANY ACTION REGARDING A REQUEST FROM HARMONY VOLUNTEER FIRE DEPARTMENT FOR COUNTY TO PLACE A DRIVEWAY CULVERT ON HWY

154 UNTIL NEXT MEETING WHICH WILL BE HELD FRIDAY, MAY 28, 1999. MOTION CARRIED.

18. MOTION BY RUSSELL GREEN SECONDED BY GADDIS LINDSEY TO TRANSFER MONIES FROM PRECINCT 4 RESERVE FUNDS TO PART-TIME EMPLOYEE. THIS IS TO BE DECLARED AN EMERGENCY. MOTION CARRIED.

19. MOTION BY GADDIS LINDSEY SECONDED BY RUSSELL GREEN TO ACCEPT PROPOSAL FROM CTI FOR PHONE SYSTEMS FOR THE JAIL. MOTION CARRIED. PROPOSAL BY CTI ATTACHED.

20. MOTION BY GADDIS LINDSEY SECONDED BY RICK JACKSON TO ACCEPT A CONTRACT TO HOUSE PRISONERS FROM RAINS COUNTY. MOTION CARRIED. INTERLOCAL AGREEMENT ATTACHED.

21. & 24. THE FOLLOWING BIDS WERE SUBMITTED FOR PRECINCT #4:

NAME OF BIDDER	EQUIPMENT	AMOUNT OF BID
DON RITTER	WHITE FLATBED DUMP #12770	\$630.00
	1982 BLUE CHEVY	\$320.00
DON RITTER	1982 BLUE CHEVY	\$280.00
MICHEAL J. PALMER	5 YRD DUMP BED	\$150.00
	WINCH	\$100.00
	MOTORGRADER	\$5,000.00
	TEX-STEEL TRAILER	\$1,000.00
	BLUE 1 TON	\$200.00
	WISCONSIN TRAILER	\$600.00
	2-82 FORD TRUCKS	\$200.00 EACH
RONNY FROM WALKER AUTO	BLUE ONE TON	\$150.00
	82 FORD #16704	\$300.00

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NAME OF BIDDER	EQUIPMENT	AMOUNT OF BID
WALKER AUTO	82 FORD #12770	\$300.00
	5 YRD DUMP BED	\$45.00
JOHN KINSEY	BLUE 1 TON CHEVY	\$315.00
	WINCH	\$77.00
	TEX-STEEL TRAILER	\$308.00
	WISCONSIN TRAILER	\$208.00
	5 YARD DUMP BED	\$50.00
	TRUCKS #16704	\$508.00
	#12770	\$508.00
JOHN SAWYER	82 FORD #12770	\$1051.00
J. DODD	82 FORD #12770	\$1200.00
J. DODD	#12770	\$600.00
ROBERT FAIR	TRUCK #12770 PITTSBURG TRACTOR	\$1011.31
PITTSBRUG TRACTOR	TRUCK #12770	\$2,501.00
	VIN # DOESN'T EXIST	XXXXXXXXXX
RICHARD HUTCHINGS	FORD #12770	\$800.00
DON RITTER	FORD #12770	\$635.00

NAME OF BIDDER	EQUIPMENT	AMOUNT OF BID
DON RITTER	FORD #127709	\$630.00
J. DODD	TEX-STEEL TRAILER	\$2250.00
PITTSBURG TRACTOR	TEX-STEEL LOW BOY	\$1501.00
J. DODD	WISCONSIN TRAILER	\$1575.00
PITTSBURG TRACTOR	WISCONSIN TRAILER	\$1751.00
J. DODD	WINCH	\$551.00
PITTSBURG TRACTOR	WINCH	\$201.01
J. DODD	MOTORGRADER	\$80,500.00
MACHINERY MAINTNEANCE	MOTORGRADER	\$88,872.00
ROBERT FAIR	MOTORGRADER	\$576.00
ROY HUTCHINS	MOTORGRADER	\$750.00
J. DODD	1-TON CHEVY	\$300.00
DON RITTER	BLUE CHEVY	\$320.00
PITTSBURG TRACTOR	BLUE 1-TON CHEVY	\$301.00
RICHARD HUTCHINS	BLUE CHEVY	\$800.00
DON RITTER	BLUE CHEVY	\$330.00
JACKIE DODD	5 YRD DUMP BED	\$50.00
PITTSBURG TRACTOR	5 YRD DUMP BED	\$51.01
J. SAWYER	5 YRD DUMP BED	\$75.00
J. SAWYER	FORD TRUCK	\$1051.00
J. DODD	TRUCK #16704	\$750.00

NAME OF BIDDER	EQUIPMENT	AMOUNT OF BID
ROBERT FAIR	TRUCK #16704	\$201.00
PITTSBURG TRACTOR	TRUCK #16704	\$2501.00
ROY HUTCHINS	TRUCK #16704	\$1101.00

MOTION BY RUSSELL GREEN SECONDED BY GADDIS LINDSEY TO TABLE ANY ACTION UNTIL NEXT MEETING WHICH WILL BE FRIDAY, MAY 28, 1999. MOTION CARRIED. ALSO IN THIS MOTION IS TO ADVERTISE FOR BIDS ON ANY PIECE OF EQUIPMENT IN PRECINCT 4 THAT DID NO GET BID ON. (NO BIDS SUBMITTED TO COUNTY CLERKS OFFICE.)

22. MOTION BY GADDIS LINDSEY SECONDED BY RUSSELL GREEN TO ACCEPT FOR RECORDING THE CONTRACT BETWEEN UPSHUR COUNTY AND THE FIRST NATIONAL BANK AS THE COUNTY DEPOSITORY FOR 1999 THRU 2001. MOTION CARRIED. DEPOSITORY CONTRACT ATTACHED. BIDS FROM GILMER NATIONAL BANK AND FIRST NATIONAL BANK ATTACHED.

5. MOTION BY GADDIS LINDSEY SECONDED BY RUSSELL GREEN TO ACCEPT BID SUBMITTED FOR PROPERTY STRUCK OFF FOR TAXES. AMOUNT OF BID IS \$500.00, PROPERTY IS DESCRIBED AS LOT 940, PHASE 5, OF GLENWOOD ACRES. MOTION CARRIED. RESOLUTION, MAP, FACT SHEET AND A CURRENT TAX STATEMENT ATTACHED.

MOTION BY GADDIS LINDSEY SECONDED BY RUSSELL GREEN TO ACCEPT BID SUBMITTED FOR PROPERTY STRUCK OFF FOR TAXES. AMOUNT OF BID IS \$600.00. PROPERTY IS DESCRIBED AS LOT 449 IN PHASE 5 OF GLENWOOD ACRES. MOTION CARRIED. RESOLUTION, MAP, FACT SHEET AND A CURRENT TAX STATEMENT ATTACHED.

MOTION BY GADDIS LINDSEY SECONDED BY RICK JACKSON TO ACCEPT BID SUBMITTED FOR PROPERTY STRUCK OFF FOR TAXES. AMOUNT OF BID IS \$2,500.00 FOR LOTS 424, 425, 426, 427, 428 AND 429 IN GLENWOOD ACRES. RESOLUTION, MAP, FACT SHEET AND A CURRENT TAX STATEMENT ATTACHED.

MOTION BY RICK JACKSON SECONDED BY RUSSELL GREEN TO ACCEPT

MOTION BY RICK JACKSON SECONDED BY RUSSELL GREEN TO ACCEPT BID SUBMITTED FOR PROPERTY STRUCK OFF FOR TAXES. AMOUNT OF BID IS \$2,000.00 FOR 2.810 ACRES IN SPRINGFELLOW PARK. MOTION CARRIED. RESOLUTION ATTACHED.

MOTION BY RICK JACKSON SECONDED BY RUSSELL GREEN TO ACCEPT BID SUBMITTED FOR PROPERTY STRUCK OFF FOR TAXES. AMOUNT OF BID IS \$1,000.00 FOR 3 ACRES IN T. CRENSHAW SURVEY. MOTION CARRIED. RESOLUTION ATTACHED.

MOTION BY RICK JACKSON SECONDED BY RUSSELL GREEN TO APPROVE THE FOLLOWING SPECIAL ROAD USE AGREEMENTS AND PERMIT APPLICATIONS:

SPECIAL ROAD USE AGREEMENT SUBMITTED BY EAGLE LOGGING TO HAUL LOGS ON CHEROKEE TRACE.

SPECIAL ROAD USE AGREEMENT SUBMITTED BY D & B TIMBER TO HAUL LOGS ON TURTLE

PERMIT APPLICATION SUBMITTED BY JIM FAULKNER TO INSTALL A CULVERT IN ROW OF HOLLY ROAD.

PERMIT APPLICATION SUBMITTED BY JAMES THOMPSON TO INSTALL A CULVERT IN ROW OF ASPEN ROAD.

PERMIT APPLICATION SUBMITTED BY PRITCHETT WATER TO INSTALL A WATER LINE IN ROW OF ARROWWOOD ROAD.

SPECIAL ROAD USE AGREEMENT SUBMITTED BY D & B TIMBER TO HAUL LOGS ON TURTLE ROAD.

MOTION CARRIED ON ALL THE ABOVE. COPIES OF ALL PERMITS ATTACHED.

MOTION BY RUSSELL GREEN SECONDED BY RICK JACKSON TO ADJOURN. MOTION CARRIED.

ATTENDANCE SHEET PLACED INTO MINUTES FOR RECORDING PURPOSES ONLY.

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Charles L. Still
JUDGE CHARLES STILL

Gaddis Lindsey
COMMISSIONER PCT. #1 GADDIS LINDSEY

COMMISSIONER PCT. #2 TOMMY STANLEY

Rick Jackson
COMMISSIONER PCT. #3 RICK JACKSON

Russel Green Jr.
COMMISSIONER PCT. #4 RUSSEL GREEN JR.

UPSHUR COUNTY STATUS/PAYROLL CHANGE REPORT

PLEASE NOTE THE FOLLOWING CHANGE(S):

Effective Date 4-1-99 Dept. JAIL/Sheriff
 Employee JACKSON, Brooks
 Social Security No 415-27-4463 Emp ID# 896

X	CHANGES(S)	FROM	TO
	Grade Step	1421	1423
	Rate	1850.00	1900. ⁰⁰
	Department		
	Position		

REASON(S) FOR THE CHANGE(S)

<input type="checkbox"/> Hired	<input type="checkbox"/> Re-Hired
<input type="checkbox"/> Introductory Period Ended	<input type="checkbox"/> Merit Increase
<input checked="" type="checkbox"/> Promotion	<input type="checkbox"/> Transfer
<input type="checkbox"/> Longevity Increase	<input type="checkbox"/> Demotion
<input type="checkbox"/> Re-evaluation of Job	<input type="checkbox"/> Retirement
<input type="checkbox"/> Layoff	<input type="checkbox"/> Discharged
<input type="checkbox"/> Leave-of-Absence	<input type="checkbox"/> Other

Comments

FILED
 REK A SHAW
 COUNTY CLERK
 99MAY24 PM12:09
 UPSHUR COUNTY, TX.
 DEPUTY

Authorized by: *[Signature]* Date: 4-1-99
 Approved by: *[Signature]* Date: 5-19-99

UPSHUR COUNTY STATUS/PAYROLL CHANGE REPORT

PLEASE NOTE THE FOLLOWING CHANGE(S):

Effective Date 5/12/99 Dept 611/Pct#1
 Employee Thomas Hunter
 Social Security No _____ Emp. ID# 967

X	CHANGES(S)	FROM	TO
	Grade Step	4,7	\$ 6.10/HR
	Rate		
	Department		
	Position		

REASON(S) FOR THE CHANGE(S)

<input checked="" type="checkbox"/>	Hired		Re-Hired
	Introductory Period Ended		Merit Increase
	Promotion		Transfer
	Longevity Increase		Demotion
	Re-evaluation of Job		Retirement
	Layoff		Discharged
	Leave-of-Absence		Other

FILED
 REX A SHAW
 COUNTY CLERK
 99 MAY 24 PM 12:09
 UPSHUR COUNTY, TX

Comments Seasonal help - part-time

Authorized by Barbara Finley Date 5/12/99

UPSHUR COUNTY
BUDGET AMENDMENTS

VOL. 53 PG. 66f

The following budget amendments were approved on this the 24 day of
May, 1999.

Charles Still
Charles Still, County Judge

Gaddis Lindsey
Gaddis Lindsey, Comm. Pct. 1

Tommy Stanley, Comm. Pct. 2

Rick Jackson
Rick Jackson, Comm. Pct. 3

Russell Green
Russell Green, Comm. Pct. 4

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 4:47
UPSHUR COUNTY, TX.
BY _____
DEPUTY

Budget Amendments

VOL 53 PG 1612

<u>FROM</u>		<u>TO</u>	
Commissioners Court			
10-401-5400	Office Machines & Equip	\$	100.00
			<u>100.00</u>
Justice of the Peace #1			
10-451-2300	Retirement	\$	425.00
	Reserves	\$	2,385.00
		\$	<u>2,810.00</u>
	<i>to fund additional hours for part-time employee</i>		
Justice of the Peace #3			
10-453-1900	Salary Supplement	\$	1,470.00
	Reserves	\$	515.00
		\$	<u>1,985.00</u>
	<i>to fund additional hours for part-time employee</i>		
District Attorney			
10-476-4485	Investigative Expense	\$	400.00
10-476-4155	Other Trial Expense	\$	1,595.00
		\$	<u>1,995.00</u>
County Sheriff			
10-580-5500	Vehicles	\$	2,000.00
	<i>to purchase new mobile unit and hand-held unit</i>		
Road & Bridge #1			
*	Reserves	\$	1,500.00
Road & Bridge #2			
16-612-3200	Gasoline	\$	2,500.00
Road & Bridge #3			
17-613-4700	Equipment Lease	\$	1,000.00
Road & Bridge #4			
18-614-4480	Other Repairs & Maint	\$	1,000.00

Arnold Heane *ch*
 10-401-3095 Books \$ 100.00

Arnold Limes
 10-451-2150 FICA/Med \$ 110.00
 10-451-1300 Part-time Employee \$ 2,700.00
\$ 2,810.00

Conroy Sims
 10-453-2150 FICA/Med \$ 110.00
 10-453-1300 Part-time Employee \$ 1,650.00
 10-453-2300 Retirement \$ 225.00
\$ 1,985.00

R
 10-476-4145 Transcripts \$ 1,995.00
\$ 1,995.00

B.D. Crow
 10-580-5500 Communication Equip \$ 2,000.00

Haddis Linder
 15-611-3110 Uniforms \$ 1,500.00

see attached
 16-612-3240 Tires & Tubes \$ 2,500.00

W.M.F.
 17-613-4480 Other Repairs & Maint \$ 1,000.00

Russell & H. O.
 18-614-3390 Hand Tools \$ 1,000.00

We hereby amend the Upshur County budget for the fiscal year 1999 as set forth above according to the procedures outlined under Vernons Texas Codes Annotated Local Government Code, Chapter 111, Subchapter A Section 111.010.

The 1999 Upshur County budget is hereby so amended and we find and declare that a grave emergency and public necessity exists to meet unusual and unforeseen conditions which could not, by reasonably diligent thought and attention, have been included in the original 1999 budget as adopted.

A copy of this Order is to be filed with the County Clerk and attached to the budget originally adopted for 1999.

Signed on this 24 day of May, 1999.

Charles F. Hill
County Judge

G. Eddie Sunday
Commissioner Precinct #1

Commissioner Precinct #2

[Signature]
Commissioner Precinct #3

[Signature]
Commissioner Precinct #4

Passed and approved by the Commissioners Court of Upshur County on the _____ day of _____, 1999 as the same appears on file in the office of the County Clerk of Upshur County.

County Clerk

VOL. 53 PG. 664

BUDGET AMENDMENT

LINE ITEM TRANSFER

Date: 5-24-99

TO: Honorable Commissioners Court of Upshur County

Submitted for your consideration are the following line-item transfers:

FROM:	FUND	DEPT.	ACCOUNT	AMOUNT
<u>Gas</u>	<u>16</u>	<u>612</u>	<u>3200</u>	<u>2500</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
TO: <u>Tires</u>	<u>16</u>	<u>612</u>	<u>3240</u>	<u>2500</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

921.96

REASON:

Jimmy Stanley
Dept. Head

transferred

Attest: County Clerk

UPSHUR COUNTY

JURY SELECTION SYSTEM
05-10-99-DC & 03-02-99JP (OMITTED JUROR)
Check Register for 05/19/99

20 May 1999

THE SOFTWARE GROUP, INC.

PAGE 1

Check Number	Title Name	Check Name	Juror ID	Check Date	Amount	Ck Status	Court
86542-APCA-VOID	Ms.			05/19/1999	\$0.00	Voided	JP2
86543-APCA-VOID	Ms.			05/19/1999	\$0.00	Voided	JP2
86544-APCA-VOID	Ms.			05/19/1999	\$0.00	Voided	JP2
86545-APCA	Ms. MARGARET FLOWERS BOLLS	MARGARET FLOWERS BOLLS	194040	05/19/1999	\$10.00		JP2
86546-APCA	Ms. FRANCES WILLINGHAM WOOLER	FRANCES WILLINGHAM WOOLERY	198677	05/19/1999	\$10.00		115
86547-APCA	Mr. MELVYN HUGH WRIGHT	MELVYN HUGH WRIGHT	150553	05/19/1999	\$10.00		115
86548-APCA	Mr. GERALD DEWEY GRUNDEN	GERALD DEWEY GRUNDEN	200272	05/19/1999	\$10.00		115
86549-APCA	Mr. ROBERT HENRY HACKETT	ROBERT HENRY HACKETT	148324	05/19/1999	\$20.00		115
86550-APCA	Mr. JOHN DOUGLAS CLINNARD	JOHN DOUGLAS CLINNARD	158531	05/19/1999	\$10.00		115
86551-APCA	Ms. PHYLLIS LANETTE JEFFERY	PHYLLIS LANETTE JEFFERY	157752	05/19/1999	\$20.00		115
86552-APCA	Ms. JEANNE BOYLES	JEANNE BOYLES	157980	05/19/1999	\$20.00		115
86553-APCA	Mr. MARC JASON HENDRIX	MARC JASON HENDRIX	168957	05/19/1999	\$10.00		115
86554-APCA	Ms. BARBARA LOIS MOORE	BARBARA LOIS MOORE	151372	05/19/1999	\$20.00		115
86555-APCA	Ms. JULIA DAVIS	JULIA DAVIS	3335	05/19/1999	\$10.00		115
86556-APCA	Ms. CAROLYN KILCREASE HELMS	CAROLYN KILCREASE HELMS	198652	05/19/1999	\$10.00		115
86557-APCA	Mr. JOHN BECK	JOHN BECK	144073	05/19/1999	\$20.00		115
86558-APCA	Mr. BILLY DAVID ALEXANDER	BILLY DAVID ALEXANDER	163492	05/19/1999	\$10.00		115
86559-APCA	Ms. SHARON GAIL OWENS	SHARON GAIL OWENS	153246	05/19/1999	\$10.00		115
86560-APCA	Ms. LAURETTA LEWIS	LAURETTA LEWIS	174296	05/19/1999	\$10.00		115
86561-APCA	Ms. JED E WHITAKER	JED E WHITAKER	148914	05/19/1999	\$10.00		115
86562-APCA	Ms. LAURA KISER WILLIAMSON	LAURA KISER WILLIAMSON	198160	05/19/1999	\$20.00		115
86563-APCA	Ms. HELEN PERDUE WILLIS	HELEN PERDUE WILLIS	199123	05/19/1999	\$20.00		115
86564-APCA	Ms. PEARL CRISS	PEARL CRISS	9387	05/19/1999	\$20.00		115
86565-APCA	Mr. JOE ALLEN LOLLAR	JOE ALLEN LOLLAR	142798	05/19/1999	\$20.00		115
86566-APCA	Ms. WANDA CANNON VAUGHAN	WANDA CANNON VAUGHAN	163025	05/19/1999	\$10.00		115
86567-APCA	Ms. CELESTE JASPER SCHMITE	CELESTE JASPER SCHMITE	189912	05/19/1999	\$20.00		115

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Check Number....	Title Name.....	Check Name.....	Juror ID	Check Date	Amount....	Ct Status	Court
86568-APCA	Mr. BOBBY CLAWSON	BOBBY CLAWSON	9332	05/19/1999	\$10.00	115	
86569-APCA	Mr. JIMMY CARROL BEENE	JIMMY CARROL BEENE	199399	05/19/1999	\$10.00	115	
86570-APCA	Ms. NORMA JEAN SUTHERLAND	NORMA JEAN SUTHERLAND	171372	05/19/1999	\$10.00	115	
86571-APCA	Mr. WILLIAM T MINOR	WILLIAM T MINOR	9984	05/19/1999	\$10.00	115	
86572-APCA	Ms. JAN STEPHENS	JAN STEPHENS	142321	05/19/1999	\$10.00	115	
86573-APCA	Ms. NANCY JEAN FLOWERS	NANCY JEAN FLOWERS	193016	05/19/1999	\$10.00	115	
86574-APCA	Mr. STEPHEN DEXTER MCNEAMY	STEPHEN DEXTER MCNEAMY	157753	05/19/1999	\$20.00	115	
86575-APCA	Mr. L G WEBB	L G WEBB	149946	05/19/1999	\$10.00	115	
86576-APCA	Mr. JIMMY GLENN STEWART	JIMMY GLENN STEWART	200300	05/19/1999	\$10.00	115	
86577-APCA	Ms. LISA ANNE GILLASPY	LISA ANNE GILLASPY	202728	05/19/1999	\$10.00	115	
86578-APCA	Mr. GARY BRENT LANGFORD	GARY BRENT LANGFORD	202376	05/19/1999	\$10.00	115	
86579-APCA	Mr. MICHAEL WAYNE SIMMONS	MICHAEL WAYNE SIMMONS	172759	05/19/1999	\$10.00	115	
86580-APCA	Ms. VICKIE CLARK HATCHER	VICKIE CLARK HATCHER	163910	05/19/1999	\$10.00	115	
86581-APCA	Ms. LUCILLE KNIGHT PREUNINGER	LUCILLE KNIGHT PREUNINGER	167955	05/19/1999	\$10.00	115	
86582-APCA	Mr. LARRY STEPHEN TACKETT	LARRY STEPHEN TACKETT	143913	05/19/1999	\$10.00	115	
86583-APCA	Mr. T J POUNDS	T J POUNDS	144935	05/19/1999	\$10.00	115	
86584-APCA	Ms. NAOMI SNIDER LUCAS	NAOMI SNIDER LUCAS	198040	05/19/1999	\$10.00	115	
86585-APCA	Ms. TERRY L BERRY	TERRY L BERRY	151407	05/19/1999	\$10.00	115	
86586-APCA	Ms. HEIDI HEIDELBERG YOUNGBLOOD	HEIDI HEIDELBERG YOUNGBLOOD	168454	05/19/1999	\$20.00	115	
86587-APCA	Mr. BOBBY JOE HILL	BOBBY JOE HILL	13886	05/19/1999	\$10.00	115	
86588-APCA	Ms. ELLEN MARIE ROE WALLS	ELLEN MARIE ROE WALLS	192674	05/19/1999	\$10.00	115	
86589-APCA	Ms. KIMBERLY YVETTE CAIN	KIMBERLY YVETTE CAIN	159833	05/19/1999	\$10.00	115	
86590-APCA	Ms. ELIZA GREY TEMPLE	ELIZA GREY TEMPLE	174205	05/19/1999	\$10.00	115	
86591-APCA	Mr. THOMAS MILLARD BENDER	THOMAS MILLARD BENDER	202712	05/19/1999	\$10.00	115	
86592-APCA	Ms. BOCCA CAGLE	BOCCA CAGLE	3116	05/19/1999	\$10.00	115	
86593-APCA	Mr. DANIEL LOWELL WARREN	DANIEL LOWELL WARREN	165867	05/19/1999	\$10.00	115	

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UPSHUR COUNTY

JURY SELECTION SYSTEM

20 May 1999

THE SOFTWARE GROUP, INC

05-10-99-DC & 03-02--99JP (OMITTED JUROR)
Check Register for 05/19/99

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Check Number	Title Name	Check Name	Juror ID	Check Date	Amount	Ck Status	Court
86594-APCA	Mr. MAX FARRELL HEARD	MAX FARRELL HEARD	13262	05/19/1999	\$10.00	115	
86595-APCA	Ms. BRENDA MAE MAY	BRENDA MAE MAY	156986	05/19/1999	\$10.00	115	
86596-APCA	Mr. CHARLES JOSEPH CRAWFORD	CHARLES JOSEPH CRAWFORD	192712	05/19/1999	\$20.00	115	
86597-APCA	Ms. LORETTA GAIL DUNSWORTH	LORETTA GAIL DUNSWORTH	155414	05/19/1999	\$10.00	115	
86598-APCA	Mr. CARLOS TYRONE SMITH	CARLOS TYRONE SMITH	190574	05/19/1999	\$10.00	115	
86599-APCA	Mr. JIMMY LYNN SMITH	JIMMY LYNN SMITH	152749	05/19/1999	\$10.00	115	
86600-APCA	Ms. JENNIFER JANICE MORRIS	JENNIFER JANICE MORRIS	198433	05/19/1999	\$10.00	115	
86601-APCA	Ms. DOROTHY ANN EGGERT	DOROTHY ANN EGGERT	162091	05/19/1999	\$10.00	115	
86602-APCA	Ms. VERNELL CAIN	VERNELL CAIN	805	05/19/1999	\$10.00	115	
86603-APCA	Ms. NAOMI CARR	NAOMI CARR	190809	05/19/1999	\$10.00	115	
86604-APCA	Mr. RICKEY LOUIS CROWE	RICKEY LOUIS CROWE	164551	05/19/1999	\$10.00	115	
86605-APCA	Ms. TINA M SMITH	TINA M SMITH	195461	05/19/1999	\$20.00	115	
86606-APCA	Ms. MADILENE STEWART	MADILENE STEWART	4528	05/19/1999	\$10.00	115	
86607-APCA	Ms. LAVERNE DORMAN HARRIS	LAVERNE DORMAN HARRIS	148342	05/19/1999	\$20.00	115	
86608-APCA	Mr. THOMAS M CAMPBELL	THOMAS M CAMPBELL	168112	05/19/1999	\$10.00	115	
86609-APCA	Mr. FLOYD KEITH HESS	FLOYD KEITH HESS	196726	05/19/1999	\$20.00	115	
86610-APCA	Ms. KATINA LASHARRI OWENS	KATINA LASHARRI OWENS	160725	05/19/1999	\$10.00	115	
86611-APCA	Mr. LOUIE GARMOND SMITH	LOUIE GARMOND SMITH	548	05/19/1999	\$10.00	115	
86612-APCA	Mr. BILLY TANNER	BILLY TANNER	10355	05/19/1999	\$10.00	115	
86613-APCA	Ms. ROBIN LEVINSKI JONES	ROBIN LEVINSKI JONES	197184	05/19/1999	\$20.00	115	
86614-APCA	Ms. GEORGIA DUKE	GEORGIA DUKE	3386	05/19/1999	\$10.00	115	
86615-APCA	Mr. JAMIE GLEN ROBINSON	JAMIE GLEN ROBINSON	191783	05/19/1999	\$20.00	115	
86616-APCA	Ms. CASSANDRA GRIFFIN BEASLEY	CASSANDRA GRIFFIN BEASLEY	197139	05/19/1999	\$10.00	115	
86617-APCA	Mr. LEMUEL DALE STEELMAN	LEMUEL DALE STEELMAN	154773	05/19/1999	\$10.00	115	
86618-APCA	Ms. LAURA L MITCHELL	LAURA L MITCHELL	190513	05/19/1999	\$10.00	115	
86619-APCA	Ms. CYNTHIA MARJORIE GILBERG	CYNTHIA MARJORIE GILBERG	156977	05/19/1999	\$20.00	115	

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THE SOFTWARE GROUP, INC.

05-10-99-DC & 03-02-99JP (OMITTED JUROR)
Check Register for 05/19/99

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Check Number ...	Title Name.	Check Name.	Juror ID	Check Date	Amount ..	Ck Status	Court
86620-APCA	Ms. VIRGINIA ANN CUMINGS	VIRGINIA ANN CUMINGS	193078	05/19/1999	\$20.00		115
86621-APCA	Mr DAVID TYRONE VENTERS	DAVID TYRONE VENTERS	157696	05/19/1999	\$10.00		115
86622-APCA	Ms BRITTA HENRY TIPTON	BRITTA HENRY TIPTON	201178	05/19/1999	\$20.00		115
86623-APCA	Mr DAVID CHANCE BURKETT	DAVID CHANCE BURKETT	200470	05/19/1999	\$10.00		115
86624-APCA	Mr JAMES DOUGLAS KARYDAS	JAMES DOUGLAS KARYDAS	148449	05/19/1999	\$10.00		115
86625-APCA	Ms DIEDRA LONG CAMP	DIEDRA LONG CAMP	194830	05/19/1999	\$10.00		115
86626-APCA	Mr. JAMES WILLIAM GRAY	JAMES WILLIAM GRAY	198395	05/19/1999	\$10.00		115
86627-APCA	Mr. JOE RILEY JONES	JOE RILEY JONES	201036	05/19/1999	\$10.00		115
86628-APCA	Mr SAMUEL MCCRARY	SAMUEL MCCRARY	6375	05/19/1999	\$10.00		115
86629-APCA	Mr LINUAL JOE REYNOLDS	LINUAL JOE REYNOLDS	13941	05/19/1999	\$10.00		115
86630-APCA	Ms DOROTHY FRENZEL HELMS	DOROTHY FRENZEL HELMS	152944	05/19/1999	\$10.00		115
86631-APCA	Mr LARRY FRANK FORD	LARRY FRANK FORD	152345	05/19/1999	\$10.00		115
86632-APCA	Ms. LINDA G. KELLER	LINDA G. KELLER	153902	05/19/1999	\$10.00		115
86633-APCA	Mr TERRANCE A KASTER	TERRANCE A KASTER	146676	05/19/1999	\$10.00		115
86634-APCA	Ms KATHLEEN MARIE TURNER	KATHLEEN MARIE TURNER	151739	05/19/1999	\$10.00		115
86635-APCA	Ms LINDA DEAN FLEET	LINDA DEAN FLEET	173820	05/19/1999	\$10.00		115
86636-APCA	Ms. JACKGULINE MAHTIS	JACKGULINE MAHTIS	201276	05/19/1999	\$10.00		115
86637-APCA	Ms. JOY DUNN EVANS	JOY DUNN EVANS	7747	05/19/1999	\$20.00		115
86638-APCA	Mr. HENRY HOWARD STEVENS	HENRY HOWARD STEVENS	152370	05/19/1999	\$10.00		115
86639-APCA	Mr CHRIS A SOSA	CHRIS A SOSA	161941	05/19/1999	\$10.00		115
86640-APCA	Ms. LESLIE LEIGH AMOS	LESLIE LEIGH AMOS	158866	05/19/1999	\$10.00		115
86641-APCA	Mr AMOS AUSTON SNOW III	AMOS AUSTON SNOW III	158652	05/19/1999	\$10.00		115
86642-APCA	Mr W H NUNLEY	W H NUNLEY	143771	05/19/1999	\$10.00		115
86643-APCA	Mr JERYL LESTER MONASCO	JERYL LESTER MONASCO	161391	05/19/1999	\$20.00		115
86644-APCA	Mr. RICHARD A DELACCA	RICHARD A DELACCA	148183	05/19/1999	\$10.00		115
86645-APCA	Ms. NANCY JANE RENWICK	NANCY JANE RENWICK	159723	05/19/1999	\$20.00		115

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UPSHUR COUNTY

JURY SELECTION SYSTEM

20 May 1999

THE SOFTWARE GROUP, INC

05-10-99-DC & 03-02--99JP (OMITTED JUROR)
Check Register for 05/19/99

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Check Number	Title Name	Check Name	Juror ID	Check Date	Amount	Ck Status	Court
86646-APCA	Ms. NANCY WOOTTEN	NANCY WOOTTEN	9087	05/19/1999	\$10.00		115
86647-APCA	Mr. CARL WAYNE WATTS	CARL WAYNE WATTS	168477	05/19/1999	\$10.00		115
86648-APCA	Mr. JIMMY DON HOLDER	JIMMY DON HOLDER	200646	05/19/1999	\$10.00		115
86649-APCA	Ms. CHERYL LEA COULTER	CHERYL LEA COULTER	142459	05/19/1999	\$10.00		115
86650-APCA	Mr. MICHAEL HARWELL WESTALL	MICHAEL HARWELL WESTALL	160224	05/19/1999	\$20.00		115
86651-APCA	Ms. PATSY CROW DUNN	PATSY CROW DUNN	199053	05/19/1999	\$10.00		115
86652-APCA	Ms. KATHY PHILLIPS	KATHY PHILLIPS	146135	05/19/1999	\$10.00		115
86653-APCA	Ms. ROSA MRS FORD	ROSA MRS FORD	11559	05/19/1999	\$10.00		115
86654-APCA	Mr. RUSSELL EUGENE BIRD	RUSSELL EUGENE BIRD	202150	05/19/1999	\$20.00		115
86655-APCA	Ms. CONNIE DAVIS GAGE	CONNIE DAVIS GAGE	199358	05/19/1999	\$10.00		115
86656-APCA	Ms. JENNIFER ANN NUNLEY	JENNIFER ANN NUNLEY	195789	05/19/1999	\$10.00		115
86657-APCA	Ms. BETTY MAYFIELD MCCOY	BETTY MAYFIELD MCCOY	167165	05/19/1999	\$10.00		115
86658-APCA	Ms. JANICE YOUNG JONES	JANICE YOUNG JONES	199725	05/19/1999	\$20.00		115
86659-APCA	Ms. GENESE DOROTHY DUDLEY	GENESE DOROTHY DUDLEY	160200	05/19/1999	\$20.00		115
86660-APCA	Mr. ROBERT C ABNEY	ROBERT C ABNEY	161729	05/19/1999	\$10.00		115
86661-APCA	Ms. BILLIE DODSON	BILLIE DODSON	13076	05/19/1999	\$20.00		115
86662-APCA	Mr. RICHARD EUGENE SPRUIELL	RICHARD EUGENE SPRUIELL	158182	05/19/1999	\$10.00		115
86663-APCA	Mr. CLYDE E REVILL	CLYDE E REVILL	10762	05/19/1999	\$10.00		115
86664-APCA	Mr. SCOTT F. COLLINS	SCOTT F COLLINS	158085	05/19/1999	\$10.00		115
86665-APCA	Ms. MILTA WILLIAMS BAUGH	MILTA WILLIAMS BAUGH	198806	05/19/1999	\$10.00		115
86666-APCA	Mr. MICHAEL CHANE YOUNG	MICHAEL CHANE YOUNG	170495	05/19/1999	\$10.00		115
86667-APCA	Ms. OLGA WRIGHT	OLGA WRIGHT	172891	05/19/1999	\$10.00		115
86668-APCA	Mr. CLYDE RAY WOOLERY	CLYDE RAY WOOLERY	167364	05/19/1999	\$10.00		115
86669-APCA	Mr. DAVID AUSTIN DUKE	DAVID AUSTIN DUKE	195927	05/19/1999	\$10.00		115
86670-APCA	Mr. JAMES ROBERT WINNIFORD	JAMES ROBERT WINNIFORD	192529	05/19/1999	\$10.00		115
86671-APCA	Mr. DONALD RAY CARTER	DONALD RAY CARTER	175574	05/19/1999	\$10.00		115

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Check Number....	Title Name.....	Check Name	Juror ID	Check Date	Amount. . .	Ck Status	Cour
86672-APCA	Mr. EDDIE BRYAN ORMS	EDDIE BRYAN ORMS	162080	05/19/1999	\$10.00	115	
86673-APCA	Mr. JAMES ROY CRUMP	JAMES ROY CRUMP	173749	05/19/1999	\$10.00	115	
86674-APCA	Mr. WINNIFRED CARL JOHNSON	WINNIFRED CARL JOHNSON	196722	05/19/1999	\$20.00	115	
86675-APCA	Mr. CORBITT LEE PUCKETT	CORBITT LEE PUCKETT	198081	05/19/1999	\$10.00	115	
86676-APCA	Ms. BETTY SUE WITHERSPOON	BETTY SUE WITHERSPOON	155514	05/19/1999	\$10.00	115	
86677-APCA	Ms. ROBIN BOOTY	ROBIN BOOTY	7641	05/19/1999	\$10.00	115	
86678-APCA	Ms. SHERRY WHISENHUNT SHAFFER	SHERRY WHISENHUNT SHAFFER	195422	05/19/1999	\$10.00	115	
86679-APCA	Ms. UPSHUR COUNTY	UPSHUR COUNTY	CRIME	05/19/1999	\$140.00	115	
86680-APCA	Ms. UPSHUR COUNTY JUVENILE FUND	UPSHUR COUNTY JUVENILE FUND	COUNTY	05/19/1999	\$110.00	115	

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Check Amounts \$1,890.00

139 records listed.

FILED
 REX A. SHAW
 COUNTY CLERK
 1999 MAY 26 PM 12:09
 UPSHUR COUNTY, TX
 REPORT

UPSHUR COUNTY

ACCOUNTS PAYABLE SYSTEM

24 May 1999

Approved Disbursements
ALL Checking Accounts

THE SOFTWARE GROUP, INC

Disbursements Made from 05/10/99 thru 05/21/99

PAGE 1

CHECK N...	HC Date ...	VENDOR...	Check Amount	Invoice Amt	Invoice Descriptions.....
86417-APCA	05/10/99	ABC AUTO PARTS	\$25.34	\$25.34	D A-CLOY KERR/HOT CK. RESTITUTION
86418-APCA	05/10/99	ACCU CHEM LABORATORIES	\$1,450.00	\$300.00 \$776.00 \$374.00	D. A-CAUSE#24,3099(JOHN A TARVER)WITNESS CCP-ACCT#U985/PROFILES 4/12-16/99 CCP-ACCT#U985/PROFILES 3/19-4/9/99
86419-APCA	05/10/99	ALBRIGHTS GARAGE	\$82.15	\$82.15	CO MAINT-DODGE VAN/FRONT&REAR UNIVERSAL JOINTS
86420-APCA	05/10/99	ANGELA NORTON	\$10.71	\$10.71	D A-REIMBURSE/34m1e.315ea(JP#3 HEARING)
86421-APCA	05/10/99	ANN WEST OWLES, C.S.R.	\$160.00	\$160.00	D. CT-COURT REPORTING 4/28/99
86422-APCA	05/10/99	AT & T INFORMATION SYSTEMS	\$54.59	\$54.59	SUP-ACCT#0142850538001/APRIL 15'99 BILLING
86423-APCA	05/10/99	BEARING SERVICE&SUPPLY, INC.	\$25.80	\$25.80	PCT#4-HOSE ASSEMBLY; ADAPTER; PIPE CONNECTOR
86424-APCA	05/10/99	BIG SANDY WATER & SEWER DEPT	\$20.80	\$20.80	JP#3. BLDG-ACCT#4745/APRIL 30'99 BILLING
86425-APCA	05/10/99	BLAZER RESOURCES, INC	\$4,712.50	\$1,812.50 \$2,900.00	PCT#2-#2611/125551s ROAD OIL#14 50per bbl PCT#1-(200)bbls. ROAD OIL#14 50per. bbl
86426-APCA	05/10/99	BOB BARKER CO, INC.	\$83.55	\$83.55	CO. JAIL-(2)cs. SAN. NAPKINS
86427-APCA	05/10/99	BRODART CO.	\$797.36	\$797.36	CO. LIB-64 BOOKS
86428-APCA	05/10/99	BROOKSHIRES	\$20.00	\$20.00	D. A-PAULETTE KERR/HOT CK. RESTITUTION
86429-APCA	05/10/99	BRUCE ACKER	\$224.63	\$224.63	CO. EXT-REIMBURSE/608m1e.315ea; REGIST; MEALS 4/99
86430-APCA	05/10/99	BULFINCH CUSTODIAL SERVICE	\$3,991.02	\$3,991.02	MAY'99 JANITORIAL SERVICES
86431-APCA	05/10/99	CAROLYN PERRY	\$305.23	\$305.23	JP#3-REIMBURSE/609m1e.315ea; STAMPS; LOT RENT; WATER
86432-APCA	05/10/99	CECIL DAVIS	\$300.00	\$300.00	PCT#1-(1)USED GAS PUMP
86433-APCA	05/10/99	CHEROKEE COUNTY	\$526.00	\$288.00 \$238.00	CO. CT-MI#22,370 JERRY LANE ASKEW 12/11/98 CO. CT-MI#22,369/MANDY SHELTON 12/11/98
86434-APCA	05/10/99	CHEVRON U.S.A. INC.	\$236.00	\$236.00	CO. 8-#7898789845/APRIL 23'99 BILLING
86435-APCA	05/10/99	CHRISTI OGDEN	\$340.83	\$340.83	SUP-REIMBURSE/1082m1e.315ea 4/99
86436-APCA	05/10/99	CINDY GRIMES	\$40.00	\$40.00	SUP-VICTIMS IMPACT 4/19/99
86437-APCA	05/10/99	CMRS-PB	\$2,000.00	\$2,000.00	NON. DEPT-METER#20475091/POSTAGE (J. CTR)
86438-APCA	05/10/99	COMPLETE BUSINESS	\$221.87	\$69.88 \$126.55	D. CLK-#2462647/COPY PAINT 4/15/99-5/20/99 SUP-#113744&92846 3/26/99-4/16/99

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Check #	HC Date	Vendor	Check Amount	Invoice Amt	Invoice Description
				\$25.44	JP#1-#15745/COPIES 4/27/99-5/23/99
86439-APCA	05/10/99	COMPU/TYPE	\$64.50	\$64.50	D. A-FAN MOTOR&REPAIR FOR PRINTER
86440-APCA	05/10/99	CONOCO INC.	\$10.16	\$10.16	CO. S-#247152226/APRIL 23'99 BILLING
86441-APCA	05/10/99	CPU WHOLESALE COMPUTER	\$180.50	\$180.50	SUP-3.2 GIG FUJITSU IDE HDD, LABOR
86442-APCA	05/10/99	D & W PRINTING COMPANY	\$575.59	\$575.59	CO. CLK-(11000)COMPUTER RECEIPTS
86443-APCA	05/10/99	DEERE CREDIT, INC.	\$34,179.90	\$8,508.35	PCT#1-ACCT#99999526/JD WLBH PAYMENT INV#232732
				\$25,671.55	PCT#1-#999994161/JD GRADER PAYMENT
86444-APCA	05/10/99	DEWAYNE LaGRONE	\$81.22	\$81.22	CONST#2-REIMBURSE/MEALS&GAS(SCHOOL&NACOGDOCHE S)
86445-APCA	05/10/99	DIAMOND SHAROCK	\$23.27	\$23.27	CO. S-#77005775/APRIL 13'99 BILLING
86446-APCA	05/10/99	DIXIE PAPER COMPANY	\$26.00	\$26.00	CO. JAIL-(5)M. CS PAPER SHUFFLE
86447-APCA	05/10/99	ECONO SIGN & BARRICADE	\$1,281.40	\$477.60	PCT#4-(2)36x36 MESH SIGNS, TRI POD STANDS(2)DEAD END ROAD
				\$598.50	PCT#2-(2)18x24 35 SPEED LIMIT(10)18x24 SLOW CHILDRE&PLAY
				\$205.30	PCT#4-(10)18x18 25mph SPEED SIGNS
86448-APCA	05/10/99	ECONOMIC DEVELOPMENT BOARD	\$5,250.00	\$5,250.00	ECON. BD-3RD. GTR. BUDGET ALLOCATION '98-99
86449-APCA	05/10/99	ECONOMY AUTO SUPPLY	\$60.18	\$60.18	D. A-CLOY KERR/HOT CK. RESTITUTION
86450-APCA	05/10/99	ECONOMY AUTO SUPPLY, INC.	\$11.18	\$11.18	CO. BLDG-SPOT PUTTY
86451-APCA	05/10/99	EMMA SMITH'	\$53.73	\$53.73	CO. LIB-REIMBURSE/150mi @ .315ea (NETLS WORKSHOP@CANTON)
86452-APCA	05/10/99	ETEX TELEPHONE COOP., INC.	\$450.31	\$43.37	PCT#3-734-5822/MAY 1'99 BILLING
				\$39.38	PCT#3-734-5998/MAY 1'99(FAX) BILLING
				\$39.95	PCT#1-734-5609/MAY 1'99 BILLING
				\$44.30	PCT#2-762-6266/MAY 1'99 BILLING
				\$54.08	PCT#4-762-6731/MAY 1'99 BILLING
				\$27.70	TELE. CORR-968-2941/MAY 1'99 BILLING
				\$47.74	JP#1-734-6269/MAY 1'99 BILLING
				\$39.70	TELE. CORR-#734-6769/MAY 1'99 BILLING
				\$104.09	TELE. CORR-#734-5646/MAY 1'99 BILLING(JP#1 DATA LINE)
86453-APCA	05/10/99	FEDEX	\$96.25	\$96.25	CO. S-#71613236/FEDEX CHARGES
86454-APCA	05/10/99	FINA SHORT STOP	\$20.00	\$20.00	D. A-CLOY KERR/HOT CK. RESTITUTION

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#09 DI
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UPSHUR COUNTY

ACCOUNTS PAYABLE SYSTEM

24 May 1999

THE SOFTWARE GROUP, INC.

Approved Disbursements
 ALL Checking Accounts
 Disbursements Made from 05/10/99 thru 05/21/99

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CHECK #	HC Date	Vendor	Check Amount	Invoice Amt	Invoice Descriptions
B6455-APCA	05/10/99	FLUID POWER SERVICES, INC.	\$552 23	\$90 00 \$462 23	PCT#4-LABOR TO REPAIR PUMP FOR MOWER PCT#4-PARTS TO REPAIR PUMP
B6456-APCA	05/10/99	FUTURE EQUIPMENT CO., INC	\$189 20	\$189 20	PCT#1-BLADES FOR BOOMAX
B6457-APCA	05/10/99	OCR LONGVIEW TRUCK TIRE CENT	\$393.00	\$393.00	PCT#4-TIRE FOR LOADER; D'RING
B6458-APCA	05/10/99	GENERAL TELEPHONE COMPANY	\$99 71	\$9 09 \$90 62	CO 8-WIBA-2703/APRIL 19'99 BILLING TELE COMM-#636-4328/APRIL 22'99 BILLING(JP#3)
B6459-APCA	05/10/99	GILMER COUNSELING SERVICES	\$1,425.00	\$1,425.00	CCP-MARCH'99 COUNSELING BILLING
B6460-APCA	05/10/99	GILMER DRUG COMPANY	\$1,332 26	\$69 31 \$85 10 \$70 84 \$219 69 \$146 47 \$23 40 \$10 05 \$20 81 \$6 00 \$47 15 \$32 17 \$67 16 \$22 67 \$181 59 \$28 88 \$18 54 \$114 84 \$167. 59	CO JAIL-R#1261233 PRESCRIPTION CO JAIL-PRESCRIPTIONS CO JAIL-R#260773 PRESCRIPTION CO JAIL-PRESCRIPTIONS CO JAIL-PRESCRIPTIONS CO JAIL-SYRINGES&INSULIN CO JAIL-WART REMOVER CO JAIL-INSULIN CO JAIL-(2)PKS SYRINGES CO JAIL-PRESCRIPTIONS CO JAIL-R#260823 PRESCRIPTION CO JAIL-PRESCRIPTIONS CO JAIL-SYRINGES CO JAIL-PRESCRIPTIONS CO JAIL-PRESCRIPTIONS CO JAIL-PRESCRIPTIONS CO JAIL-PRESCRIPTIONS
B6461-APCA	05/10/99	GILMER OFFICE CENTER	\$1,030 47	\$738 44 \$8 43 \$66 06 \$44 67 \$29 99 \$22 46 \$18 71 \$22 96 \$78 75	D CT-(1)CREDENZA; CONNECTORS; PANELS 911-(5)DISKETTE MAILERS(4)BLK. PENS SUP-SUPPLIES D CT-VERTICAL RACK FILE; CORNER CADDY; STACK TRAYS I C -HP DESKJET COLOR CARTRIDGE(C1823A) CO EXT-(1)RM CERT PAPER CO TAX-OKIDATA PRINTER RIBBON (393 PRINTER) CO CT-RED HANGING FILE FOLDERS D CT-(1)18x60 TABLE
B6462-APCA	05/10/99	H&D TIRE & AUTOMOTIVE	\$2,379 72	\$19 06 \$60 00 \$6 45 \$10 69 \$143 55 \$7 50	PCT#4-PLIERS; GLOVES CO S-BATTERY, RECYCLE FEE; LABOR CO BLDG-GREEN SPRAY PAINT; RIVETS CO BLDG-BASKET; QUICK STEEL PCY#1-BATTERY; RECYCLE FEE; CROMMETS; FILTERS; RADIATOR CAP; FILTER; PCV VALVE; SMOQ HOSE (3-FT); CLAMPS; RADIATOR HOSE; BLACK LAQUER, RADIATOR HOSE (2); CLAMPS PCT#2-U-JOINT

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			\$92.01	PCT#4-TUBES; HYDRAULIC FITTING (2); HYDRAULIC HOSE
			\$20.59	PCT#2-U-JOINT
			\$7.00	CO. JAIL-JB WELD
			\$2.56	PCT#4-COUPILING; PVC PIPE
			\$35.76	PCT#1-MODULE; ROTOR; COIL
			\$83.00	PCT#1-LUBE PUMP; 5-GAL OIL; OIL
			\$38.00	PCT#3-TUBE
			\$2.94	CO. BLDG-KEYS
			\$84.03	PCT#1-STARTER; CORE CHG; SHOP TOWELS; CHOKE KIT; QUICK-STEEL; CAPS
			\$2.85	CO. BLDG-LIQUID WRENCH
			\$34.64	PCT#1-STARTER
			\$2.59	CO. BLDG-GRAPHITE; COUPLING
			\$3.74	PCT#2-HORN BUTTON
			\$13.28	CO. JAIL-PAINT; WINDSHIELD WASHER FLUID
			\$41.66	PCT#3-GARDEN HOSE; SPRINKLER BASE
			\$676.02	PCT#3-TIRES
			\$8.60	PCT#1-GASKET; FILTER
			\$13.93	PCT#4-SAFETY GOGGLES (2 PR)
			\$9.20	PCT#1-FILTERS; CREDIT FOR FILTER
			\$34.50	PCT#4-TUBE
			\$12.00	PCT#1-GREASE TUBES
			\$4.22	CO. JAIL-THERMO COUPLING
			\$6.79	LIBRARY-30 AMP BRKR
			\$43.17	PCT#1-TUBE; HACKSAW FILES; HANDLE
			\$13.20	PCT#3-BOLTS & WASHERS
			\$6.82	CO JAIL-TAP; THERMO COUPLING
			\$62.69	PCT#4-FILTERS; GREASE TUBES; GREASE GUN; GREASE GUN HOSE
			\$136.10	PCT#3-WRENCHES (12-IN, 2 SIZES); 15/16 COMBINATION WRENCH; 7/8 COMBINATION WRENCH; SCREWDRIVER
			\$4.59	CO. BLDG-DEXTRON OIL; BRAKE FLUID
			\$10.74	PCT#3-FILTERS
			\$3.08	PCT#1-WIPER REFILLS
			\$16.78	PCT#3-HYDRAULIC FITTINGS & HOSE
			\$108.75	PCT#1-FREON; OIL
			\$5.02	CO. BLDG-GLOVES; SPREADER
			\$7.19	CO. BLDG-WRECKING BAR
			\$92.95	PCT#3-BATTERY; RECYCLE FEE
			\$28.23	PCT#2-FILTER; YOKE; U-JOINT
			\$50.51	PCT#2-U-JOINT; YOKE
			\$97.51	PCT#3-FILTERS; AIR RATCHETT
			\$43.69	PCT#1-BELT TENSIONER
			\$22.62	PCT#3-FILTERS
			\$8.00	PCT#3-LABOR
			\$268.96	PCT#1-HOSES; BATTERY; RECYCLE FEE; CLAMPS; 5-GAL OIL
			\$4.00ct	MAINTENANCE/ RETURN QUICKSTEEL
			\$7.50ct	PCT#2/ RETURN U-JOINT

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THE SOFTWARE GROUP, INC.

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Check #	HC Date	Vendor	Check Amount	Invoice Amt	Invoice Descriptions
				\$39.31cr	PCT #1/ RETURN STARTER & CORE
				\$4.15cr	PCT #1/ RETURN CAP
				\$6.79cr	LIBRARY/ RETURN 30 AMP BRKR
				\$44.00cr	PCT #1/ RETURN FREDN
				\$22.29cr	PCT#2/RETURN YOKE, U-JOINT
86463-APCA	05/10/99	HANDICAPPED ASSOCIATES	\$94.00	\$94.00	CD. MAINT-(1)dr. NATURAL ACTION(DRAIN OPENER)
86464-APCA	05/10/99	HENRY WHITLEY, P. C.	\$1,000.00	\$1,000.00	D CT-CAUSE#11, 997 NATHANIEL HOLLIS
86465-APCA	05/10/99	HERBERT L. YOUNG	\$1,204.57	\$334.70	PCT#1-DELO 400-30; ANTIFREEZE; DEXRON III
				\$172.49	CONST#4-228gals. GAS
				\$18.37	CONST#2-(22)gals GAS
				\$155.28	CONST2-(209)gals. GAS
				\$485.61	PCT#1-TRACTOR HYD; DELO 400-30; DEXRON III
				\$38.12	PCT#1-DELO GREASE
86466-APCA	05/10/99	INGRAM LIBRARY SERVICES	\$715.10	\$715.10	CD. LIB-64 BOOKS
86467-APCA	05/10/99	JAMES HARRIS	\$26.87	\$26.87	IND-ALTON GRANVILLE/MEDICAL 4/21/99
86468-APCA	05/10/99	JEFFERSON JIMPLECUTE	\$6.90	\$6.90	SUP-RUBBER STAMP
86469-APCA	05/10/99	JOEL BULLOCK	\$92.94	\$92.94	CONST#1-REIMBURSE/APRIL '99 GAS
86470-APCA	05/10/99	JUNE J. BARNETT	\$90.00	\$90.00	CO. CT-COURT REPORTING 4/22/99
86471-APCA	05/10/99	KARMEN STEELMAN	\$140.33	\$140.33	COMPUTER-REI 3URSE/445.5mle. 315 3/16-5/5/99 (RIPS)
86472-APCA	05/10/99	KAY TAYLOR	\$40.00	\$40.00	SUP-VICTIM IMPACT 4/19/99
86473-APCA	05/10/99	KELLY FORD TRACTOR, INC.	\$102.92	\$31.38	PCT#1-SNAP RING; PIN; HINGE
				\$71.54	PCT#1-HINGES; SPACER
86474-APCA	05/10/99	KERNS BAKERY	\$80.25	\$30.00	CD. JAIL-(40)LOAVES OF BREAD
				\$50.25	CD. JAIL-(67)LOAVES OF BREAD
86475-APCA	05/10/99	KIM NELSON, CSR, RPR	\$180.00	\$90.00	D. CT-COURT REPORTING 4/15/99
				\$90.00	D. CT-COURT REPORTING 4/26/99
86476-APCA	05/10/99	LAUREN PARISH	\$351.00	\$351.00	D. CT-REIMBURSE/1999-2000 STATE BAR MEMBERSHIP
86477-APCA	05/10/99	LONGVIEW SPRING & BRAKE CO.	\$432.22	\$68.00	PCT#1-ALIGNMENT/'89 GMC 7000 DUMP TRUCK
				\$364.22	PCT#4-SPRINGS FOR 1986 GMC TRUCK; LABOR
86478-APCA	05/10/99	MED-SHOP TOTAL CARE	\$35.54	\$35.54	IND-(1)5051. GLUCOSE TEST STRIPS/JULIO BURJAS
86479-APCA	05/10/99	MEDICAL WHOLESALE, INC.	\$83.38	\$83.38	CD. JAIL-CUST#3047/ALCOHOL; ROBITUSSIN; SYRINGES GLOVES

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CHECK #	CHK Date	Vendor	Check Amount	Invoice Amt	Invoice Descriptions
86480-APCA	05/10/99	MID-CONTINENT LIFE INSURANCE	\$34.00	\$34.00	M0101153116/APRIL '99 PAYROLL DEDUCTIONS
86481-APCA	05/10/99	MILTON WYLIE	\$382.17	\$382.17	ISP-REIMBURSE718mi@.315ea; MEALS 4/99
86482-APCA	05/10/99	MUSIC MOUNTAIN WATER CO.	\$64.67	\$20.90 \$43.77	CD TAX-#18700100/APRIL 30'99 BILLING D A-#18928400/APRIL 30'99 BILLING
86483-APCA	05/10/99	N. & E. TX. CO. JUDGES&COMM. ASSOC	\$300.00	\$100.00 \$100.00 \$100.00	COMM. CT-REGIST/GADDIS LINDSEY, PCT#1 COMM(1999) CONFELONGVIEW) COMM CT-REGIST/TOMMY STANLEY, PCT#2 COMM(1999) CONFELONGVIEW) COMM. CT-REGIST/RUSSELL N. GREEN, JR(1999) CONFELONGVIEW)
86484-APCA	05/10/99	OPERATION 911	\$1,850.00	\$1,850.00	911-(250)yds. WHITE 20x12 1/2 YDS TAPE
86485-APCA	05/10/99	ORIGIN	\$116.52	\$116.52	CO. LIB-ACCT#032299/BOOKS
86486-APCA	05/10/99	PATRICIA HARRISON	\$270.00	\$180.00 \$90.00	CO. CT-COURT REPORTING 4/27/99 CO CT-COURT REPORTING 4/28/99
86487-APCA	05/10/99	PATTERSON PLUMBING	\$30.18	\$7.50 \$22.68	CO. LIB-(10)WEDGES CO. JAIL-PLUMBING PARTS
86488-APCA	05/10/99	PATTI COPPEDGE	\$65.99	\$65.99	CO. TREAS; COMPUTER-REIMBURSE(209.5)mi@.315ea(P OSTOFFICE/BANK&COMPUTER)
86489-APCA	05/10/99	PATTON LAW FIRM	\$350.00	\$350.00	D. CT-CAUSE#135-87 DAVID RANDEL COOK
86490-APCA	05/10/99	PEGGY GILES	\$4.75	\$4.75	CO LIB-REIMBURSE/MEALNETLS WORKSHOP; CANTON
86491-APCA	05/10/99	PITNEY BOWES	\$550.03	\$211.03 \$339.00	NON. DEPT-ACCT#93075820206/ELECT. SCALE-PROHILA TE FEE NON DEPT-#00958232001/POSTAGE METER RENTAL 6/16-9/13/99
86492-APCA	05/10/99	PRITCHETT WATER SUPPLY CORP.	\$18.49	\$18.49	PCT#1-ACCT#1406/APRIL 23'99 BILLING
86493-APCA	05/10/99	PROFESSIONAL FOOD SYSTEMS	\$432.65	\$432.65	CO. JAIL-CUST#17130/ASSORTED FOODS
86494-APCA	05/10/99	PROFESSIONAL TECHNICAL ASSIS	\$346.00	\$82.00 \$264.00	CONST#2-RADIO BATTERY PCT#4-INSTALL RADIO IN MOTORGRADER; LABOR
86495-APCA	05/10/99	GULL CORPORATION	\$132.05	\$132.05	SUP-ACCT#49034/OFFICE SUPPLIES
86496-APCA	05/10/99	RAY ROEDER	\$372.00	\$372.00	CO. MAINT-REIMBURSE/660mi@.315ea; MEALS; LODGING (MAINT. SCHOOL FOR KANSAS CITY)
86497-APCA	05/10/99	RCB TRUCKING	\$630.00	\$630.00	PCT#4-GRAVEL HAULED 4/28&29/99;(DAM TO BARN)
86498-APCA	05/10/99	REPUBLIC PARKING SYSTEM	\$13.65	\$13.65	SUP-AIRPORT PARKING #63361

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THE SOFTWARE GROUP, INC.

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86499-APCA	05/10/99	RICK'S TIRE SERVICE	\$77.50	\$22.50 \$30.00 \$25.00	PCT#1-SERVICE CALL&FLAT/BOOM AXE PCT#4-SERVICE CALL&FLAT/CAT LOADER PCT#1-SERVICE CALL&FLAT/GRADER
86500-APCA	05/10/99	RONNIE MITCHELL	\$315.04	\$315.04	JUV. PROB-REIMBURSE/930 5mi @ .315ea; BOOT CAMP EXP.
86501-APCA	05/10/99	SAR'S CLUB/CECF	\$844.95	\$79.96 \$15.00 \$749.99	PCT#4-MAOLITE LITEPACK PCT#1-105 WHSL 2NDARY PCT#1-AIR COMPRESSOR 6 5 HP
86502-APCA	05/10/99	SCHWANN'S	\$39.55	\$39.55	D. A-AMY FREUDIGER/HOT CK. RESTITUTION
86503-APCA	05/10/99	SCOTT-MERRIMAN, INC	\$111.72	\$111.72	CO. CLK-APPLICATION FOR MARRIAGE; CAPIAS PROFINE; SHIPPING
86504-APCA	05/10/99	SHARON FINCHER	\$67.62	\$67.62	CO. JAIL-REIMBURSE/MEDICAL SUPPLIES; DRAWER STORAGES
86505-APCA	05/10/99	SMITH OIL COMPANY	\$800.14	\$300.00 \$22.00 \$159.00 \$272.54 \$46.60	PCT#2-OIL FILTERS; HYD OIL PCT#2-BULBS, HAND CLEANER PCT#1-(3)TUBES TEFLION GREASE(MOWING TRACTOR) PCT#2-ASSORTED FILTERS PCT#3-(12)WD 40(12)STARTER FLUID
86506-APCA	05/10/99	SOUTHWESTERN BELL TELEPHONE	\$189.38	\$189.38	SUP&CO-#665-39097/APRIL 15'99 BILLING
86507-APCA	05/10/99	STEWART PRINTING	\$122.80	\$122.80	D A-(450)HOT CHECK PAMPLETS
86508-APCA	05/10/99	STORY-WRIGHT INC.	\$95.04	\$95.04	CO. AUD-(4)pkts. NAVY THERMABIND COVERS
86509-APCA	05/10/99	SUSAN RICHEY	\$224.28	\$224.28	CO. EXT-REIMBURSE/7712mi @ .315ea 4/99
86510-APCA	05/10/99	T & S TRACTOR INC	\$1,005.16	\$1,005.16	PCT#3-ROLL BAR FOR TRACTOR; CANOPY
86511-APCA	05/10/99	TEECO SAFETY, INC.	\$39.95	\$39.95	CONST#1-TACTICS FOR CRIMINAL
86512-APCA	05/10/99	TELEVOUCH CORPORATION	\$46.85	\$46.85	JUV PROB-#3062748/MAY 1'99 PAGER BILLING
86513-APCA	05/10/99	TEXACO REFINING &	\$23.25	\$23.25	CO. S-#6103028459/APRIL 3'99 BILLING
86514-APCA	05/10/99	TEXAS YOUNG LAWYERS ASSOC.	\$30.00	\$30.00	JUV. PROB-TRAINING SUPPLIES
86515-APCA	05/10/99	TEXSON MANAGEMENT GROUP	\$93.85	\$93.85	ISP-MEDICATION#4172 8/24/98&5618 9/22/98(J.P)
86516-APCA	05/10/99	THE LOGO	\$7.00	\$7.00	CO. JAIL-(2)PATCHES SEWN ON
86517-APCA	05/10/99	TOTAL QUALITY MACHINING	\$20.00	\$20.00	PCT#3-WELD POWER STEERING BRACKET
86518-APCA	05/10/99	UNIVERSAL TIME EQUIPMENT COH	\$400.00	\$400.00	CO MAINT-REWIRE 911 EXISTING CAMERA SYSTEM&BLDG

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CHECK #	MC DATE	VENDOR	CHECK AMOUNT	INVOICE AMT	INVOICE DESCRIPTIONS
86519-APCA	05/10/99	UPSHUR COUNTY LITERACY PROGR	\$20.00	\$20.00	CCP-(2)WRAT TEST
86520-APCA	05/10/99	UPSHUR RURAL ELECTRIC	\$132.11	\$132.11	D. A-MATT HENDRIX/HOT CK. RESTITUTION
86521-APCA	05/10/99	UPSHUR-RURAL ELECTRIC COOP.,	\$138.37	\$62.66 \$67.82 \$7.89	PCT#3-#902475306/APRIL 30'99 BILLING PCT#1-#31885226/MAY 4'99 BILLING WASTE-#10793251/MAY 5'99 BILLING
86522-APCA	05/10/99	UT HEALTH CENTER AT TYLER	\$201.07	\$201.07	IND-JULIO D. BORJAS/LAB. ENG RM. 3/14/99
86523-APCA	05/10/99	UTHC TYLER PRY	\$91.39	\$91.39	IND-JULIO D. BORJAS/MEDICAL 3/14/99
86524-APCA	05/10/99	VALU-LINE	\$733.35	\$33.96 \$699.39	TELE. COMM-#10277790/APRIL 25'99 BILLIN(JP#3) TELE. COMM-#9087390/MAY 3'99 BILLING
86525-APCA	05/10/99	VARNADO FEED SERVICE	\$104.75	\$59.80 \$20.00 \$24.95	PCT#4-(4)PANELS PCT#3-(1)5015 RYE GRASS PCT#3-(1)BROADCAST SPREADER
86526-APCA	05/10/99	VERMEER EQUIPMENT	\$27.95	\$27.95	PCT#3-BOLTS FOR CHIPPER; DELIVERY FREIGHT
86527-APCA	05/10/99	VINYARD'S	\$50.00	\$50.00	D A-WILLIAM BUTLER/HOT CK. RESTITUTION
86528-APCA	05/10/99	VINYARDS	\$42.70	\$42.70	CD. JAIL-BREAD&LIG. DETERGENT
86529-APCA	05/10/99	VISA	\$239.40	\$239.40	D A-#4121635370201815/1yr. (AMERICAN-ON-LINE)
86530-APCA	05/10/99	WAL-MART #146	\$509.25	\$25.58 \$50.64 \$70.53 \$90.50 \$39.69 \$100.18 \$27.26 \$48.54 \$46.33	D. A-CHERYL LANGLEY/HOT CK RESTITUTION D A-LARRY HENSON/HOT CK RESTITUTION D. A-JEWEL WHITE/HOT. CK. RESTITUTION D. A-GLENDA GRUBBS/HOT CK RESTITUTION D. A-GLENDA GRUBBS/HOT CK. RESTITUTION D. A-GLENDA GRUBBS/HOT CK RESTITUTION D A-GLENDA GRUBBS/HOT CK RESTITUTION D. A-GLENDA GRUBBS/HOT CK RESTITUTION D. A-GLENDA GRUBBS/HOT CK RESTITUTION
86531-APCA	05/10/99	WALMART STORE #146	\$549.10	\$11.27 \$9.78 \$364.92 \$34.05 \$45.41 \$83.67	CONST#2-BATTERY FOR SCALES CD MAINT-LITE BULBS,OIL CD 8-INSTANT FILM; PROCESSED FILM; BATTERIES; TAPES SUP-ACCT#145/OFFICE SUPPLIES J CTR-RIVET GUN; SCRAPER; SANDPAPER; BRUSHES SUP&CCP-ACCT#145/INV#1789562; 70&71; 5461210 SUPPLIES
86532-APCA	05/10/99	WHITE SWAN, NORTH	\$979.82	\$979.82	CD JAIL-CUST#420711/ASSORTED FOODS
86533-APCA	05/10/99	WHOLESALE SUPPLY COMPANY	\$328.73	\$328.73	I C -TYPEWRITER LIFT-OFF TAPES; TYPEWRITER RIBBONS; 2-LINE SPEAKER PHONES (FOR LIBRARY); MITSUBISHI

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Check #	HC Date	Vendor	Check Amount	Invoice Amt	Invoice Description
86534-APCA	HC 05/11/99	FIRST NATIONAL BANK OF GILME	\$182,452.58	\$182,452.58	CD#29922 PURCHASED@5.14%(31days)TD MATURE 6/11/99
86535-APCA	HC 05/11/99	FIRST NATIONAL BANK GILMER	\$1,000,000.00	\$300,000.00	CD#29919 PURCHASED@5.14%(62days)TD MATURE 7/12/99
				\$300,000.00	CD#29920 PURCHASED@5.14%(76days)TD MATURE 7/26/99
				\$400,000.00	CD#29921 PURCHASED@5.14%(139days)TD MATURE 9/27/99
86536-APCA	HC 05/11/99	POSTMASTER	\$100.00	\$100.00	CO. TAX-POSTAL PERMIT #101 FOR PRE-SORT MAIL
86537-APCA	HC 05/12/99	POSTMASTER	\$1,546.35	\$1,546.35	CO TXA-(5070)PRESORTED@ 305ea
86538-APCA	HC 05/12/99	GENERAL TELEPHONE COMPANY	\$3,793.74	\$3,793.74	TELE. COMM-#843-4000/APRIL 19'99 BILLING
86539-APCA	HC 05/14/99	UPSHUR COUNTY INSURANCE ACCO	\$20,000.00	\$20,000.00	TRANSFER OF FUNDS FROM OPERATING ACCT PER COMM. CT. ON 5/10/99
86540-APCA	HC 05/18/99	GARY R. TRAYLOR & ASSOCIATES	\$1,000.00	\$1,000.00	DIANA WATER PROJECT#717801/APRIL 1-30'99
86541-APCA	HC 05/18/99	KSA ENGINEERS, INC.	\$4,878.00	\$4,878.00	DIANA WATER PROJECT/DW-018 MARCH 1-30'99
86681-APCA	HC 05/20/99	FIRST NATIONAL BANK GILMER	\$250,000.00	\$250,000.00	CD#30023 PURCHASED@5.39%(67days)TD MATURE 7/26/99
86682-APCA	HC 05/21/99	FIRST NATIONAL BANK	\$1,110,058.16	\$1,110,058.16	CD#29936 PURCHASED@5.39%(60days)TD MATURE 7/20/99
86683-APCA	HC 05/21/99	FIRST NATIONAL BANK	\$149,874.15	\$149,874.15	CD#29937 PURCHASED@5.39%(60days)TD MATURE 7/20/99
86684-APCA	HC 05/21/99	NADRA MURPHY	\$104.00	\$104.00	CO. S-(4)DAYS MEALS@26.00PER DAY(INTERVIEW, INTERROGATION SCHOOL)
86685-APCA	HC 05/21/99	ROXANNE BEDWELL	\$104.00	\$104.00	CO. S-(4)DAYS MEALS@26.00PER DAY(INTERVIEW, INTERROGATION SCHOOL 5/23-26/99)
Total for APCA - Accounts Payable Clearing Account			\$2,808,646.38		

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CHECK #...	PC DATE...	VENDOR.....	CHECK AMOUNT.	INVOICE AMTS	INVOICE DESCRIPTIONS.....
1263-FNB. 125	05/12/99	BARBARA PRICE	\$200.00	\$200.00	125 DEPENDENT CARE REIMBURSEMENT
1264-FNB. 125	05/12/99	BOBBY DRIGGERS	\$245.00	\$245.00	125 UNREIMBURSED MEDICAL
1267-FNB. 125	05/12/99	CAROLYN PERRY	\$47.00	\$47.00	125 UNREIMBURSED MEDICAL
1268-FNB. 125	05/12/99	CLODDIE HENSON	\$360.00	\$360.00	125 UNREIMBURSED MEDICAL
1269-FNB. 125	05/12/99	DERONDA KAYE CAIN	\$26.00	\$26.00	125 UNREIMBURSED MEDICAL
1270-FNB. 125	05/12/99	DON RITTER	\$262.44	\$262.44	125 UNREIMBURSED MEDICAL
1271-FNB. 125	05/12/99	DONA FLIPPO	\$249.76	\$249.76	125 UNREIMBURSED MEDICAL
1272-FNB. 125	05/12/99	GADDIS LINDSEY	\$480.00	\$480.00	125 UNREIMBURSED MEDICAL
1273-FNB. 125	05/12/99	JU ANN LOFTIS	\$480.00	\$480.00	125 UNREIMBURSED MEDICAL
1274-FNB. 125	05/12/99	KAREN EAST	\$111.20	\$111.20	125 UNREIMBURSED MEDICAL
1275-FNB. 125	05/12/99	LARRY FORTSON	\$417.15	\$417.15	125 UNREIMBURSED MEDICAL
1276-FNB. 125	05/12/99	MARY ROSE CAMPBELL	\$497.32	\$497.32	125 UNREIMBURSED MEDICAL
1277-FNB. 125	05/12/99	PAH EDGE	\$203.15	\$203.15	125 UNREIMBURSED MEDICAL
1278-FNB. 125	05/12/99	PATSY FAILS	\$120.00	\$120.00	125 UNREIMBURSED MEDICAL
1279-FNB. 125	05/12/99	ROBERT CRUMLEY	\$125.08	\$125.08	125 UNREIMBURSED MEDICAL
1282-FNB. 125	05/20/99	CASEY PATE	\$180.00	\$180.00	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1283-FNB. 125	05/20/99	EMMA SMITH	\$106.83	\$106.83	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1284-FNB. 125	05/20/99	GERALD JOHNSON	\$204.98	\$204.98	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1285-FNB. 125	05/20/99	JERRY MOORE	\$78.38	\$78.38	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1286-FNB. 125	05/20/99	JUDI MCBRIDE	\$540.07	\$540.07	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1287-FNB. 125	05/20/99	KARMEN STEELMAN	\$146.47	\$146.47	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1288-FNB. 125	05/20/99	LAURA HOLLINGSWORTH	\$42.50	\$42.50	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00

10153 PG 10

UPSHUR COUNTY

ACCOUNTS PAYABLE SYSTEM

24 May 1999

Approved Disbursements
ALL Checking Accounts

THE SOFTWARE GROUP, INC.

Disbursements Made from 05/10/99 thru 05/21/99

PAGE 11

Check #	HC Date	Vendor	Check Amount	Invoice Amt	Invoice Descriptions
1289-FNB. 125	05/20/99	LAURA MITCHELL	\$134.41	\$134.41	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1290-FNB. 125	05/20/99	LINDA TUEL	\$269.79	\$269.79	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1291-FNB. 125	05/20/99	LISA VINES	\$240.00	\$240.00	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1292-FNB. 125	05/20/99	LUANNA HOWELL	\$130.11	\$130.11	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1293-FNB. 125	05/20/99	MIKE SMITH	\$190.28	\$190.28	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1294-FNB. 125	05/20/99	HILTON WYLIE	\$280.77	\$280.77	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1295-FNB. 125	05/20/99	MYRA HARRIS	\$189.23	\$189.23	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1296-FNB. 125	05/20/99	OSCAR ROBERTSON	\$75.00	\$75.00	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1297-FNB. 125	05/20/99	PEGGY GILES	\$150.74	\$150.74	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1298-FNB. 125	05/20/99	RENE MORRIS	\$46.29	\$46.29	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1299-FNB. 125	05/20/99	REX SHAW	\$242.70	\$242.70	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1300-FNB. 125	05/20/99	ROBERT CROMLEY	\$25.00	\$25.00	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1301-FNB. 125	05/20/99	ROBIN RODENBERG	\$97.83	\$97.83	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1302-FNB. 125	05/20/99	RONNIE MITCHELL	\$76.06	\$76.06	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
1303-FNB. 125	05/20/99	TOMMY STANLEY	\$120.00	\$120.00	'98-99 MAXIMUM REIMBURSED MEDICAL YOUR BALANCE IS \$0.00
18681 FNB. 125 - IRC/125 PLAN			\$7,391.54		

VOL 53 pg 681

UPSHUR COUNTY

A C C O U N T S P A Y A B L E S Y S T E M

24 May 1999

THE SOFTWARE GROUP, INC.

Disbursements Made from 05/10/99 thru 05/21/99

PAGE 12

Approved Disbursements
All Checking Accounts

CHECK #..... NC Date..... Vendor..... Check Amount: Invoice Amt: Invoice Description:.....

965-FNB.INS MC 05/14/99 UPSHUR COUNTY INSURANCE CLEA 632,155.17 914,704.03 050699-UP PAYMENT REGISTER

965-FNB.INS MC 05/14/99 UPSHUR COUNTY INSURANCE CLEA 117,475.44 050599-UPDS PAYMENT REGISTER

965-FNB.INS MC 05/14/99 MANAGED PHARMACY BENEFITS, I 64,200.56 64,200.56 8RDR880096: 4/29/99 PAYMENT REGISTER

TOTAL 1ST FNB.INS - INSURANCE 836,355.73

Grand Total 836,355.73

169 records listed.

VO 53 PG 1682

COUNTY JUDGE, CHARLES STILL

Charles Still
COMMISSIONER PCT11, GADSDEN LINDSEY

COMMISSIONER PCT12, TOMMY STANLEY

COMMISSIONER PCT13, RICK JACKSON

Rick Jackson
COMMISSIONER PCT14, RUSSELL GREEN, JR.

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:10
UPSHUR COUNTY, TX
BY
DEPUTY



VOL. 53 PG 683

Texas Department of Transportation

P.O. BOX 1210 • ATLANTA, TEXAS 75551-1210 • (903) 796-2851

May 5, 1999

Honorable Charles Still
Upshur County Judge
P. O. Box 730
Gilmer, Texas 75644

Dear Judge Still:

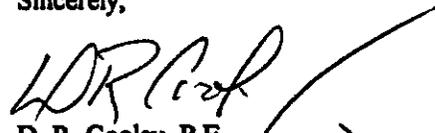
I am pleased to attach, for your information, a copy of Texas Department of Transportation Commission Minute Order Number 107830 dated April 29, 1999.

This project was awarded to Madden Contracting Company, Inc., of Minden, La., to repave about 2.4 miles of SH 300 from 0.3 mile north of FM 3358 to the Gregg County Line in Upshur County. Work on this project should begin in June and be completed by September.

This project is being financed with State Funds.

Engineering supervision will be under the direction of Mr. Kenneth Williams, Area Engineer (903-797-3100) in Gilmer, Texas.

Sincerely,


D. R. Cooley, P.E.
District Engineer (Atlanta)

Attachment

An Equal Opportunity Employer

TEXAS TRANSPORTATION COMMISSION

VARIOUS County

MINUTE ORDER

Page 1 of 1

District VARIOUS

Pursuant to Transportation Code, Chapter 223, Subchapter A, and Title 43, Texas Administrative Code, Chapter 9, Subchapter B, the Texas Department of Transportation (the "department") solicited and received sealed competitive bid proposals for improvement of the State Highway System, which were publicly opened and read on April 6 and 7, 1999.

Pursuant to cited code provisions highway improvement contract bids on a project may be accepted or rejected, but if accepted must be awarded to the lowest bidder.

An award is conditional in the event it is subject to Federal Highway Administration concurrence, third party funding or concurrence, and other conditions listed in the contract.

The department recommends that the Texas Transportation Commission (the "commission") respectively award to the lowest bidder or reject, as indicated, those highway improvement contracts identified on attached Exhibit A to this order.

IT IS THEREFORE ORDERED by the commission that the highway improvement contracts described in Exhibit A be and are hereby respectively awarded to the lowest bidder or rejected as indicated therein

If a contractual requirement of award is not satisfied within the prescribed time limit, including any extension of time allowed by the executive director or the director's designee, by reason of the action or inaction of the successful low bidder on any contract, including, but not limited to, disadvantaged business/historically underutilized business participation, the contract is automatically in default and the executive director is authorized and directed to retain and deposit the related contract proposal guaranty to the credit of the State Highway Fund and to readvertise that project for competitive bids at the earliest practical subsequent date.

If a condition of award is not satisfied, including, but not limited to, reason of nonconcurrence of the Federal Highway Administration, the failure of a third party to fund or concur, or failure to meet other conditions in the contract, the respective award is voided and the department will return the bid guaranty

Submitted and reviewed by:

Recommended by:

Director, Construction Division

Executive Director

107830 APR 29 99
Minute Date
Number Passed

HIGHWAY CONSTRUCTION CONTRACTS

SEQ NO.	COUNTY NAME	HIGHWAY NUMBER	CONTROLLING C S J	PROJECT NUMBER	EXHIBIT A LENGTH	ESTIMATE		# OF BIDS	% OVER UNDER	FHWA CONCURRENCE		AWARD OR REJECT
						LOW BID				CONDITIONAL AWARD		

DISTRICT	SAN ANGELO											
3057	TOM GREEN	US 67	0158-02-058	HP 1292(1)	2.361 KM	8,351,004.69	9,335,472.93	1	11.79	YES	NO	AWARD
CONTRACTOR: JASCON, INC.											CONTRACT AMOUNT	9,335,472.93
LIMITS: FROM 0.2 MILE WEST OF BELL ST TO I/C WITH US 67 (EAST) & AT US 87												
TYPE: CONSTRUCT FREEWAY MAIN LANES (STAGE CONSTRUCTION)												

DISTRICT	SAN ANGELO											
3011	TOM GREEN	IH 10	0907-00-043	IN 10-3(92)	242.399 KM	691,359.53	748,052.72	3	8.20	NO	NO	AWARD
CONTRACTOR: L.N. BENAVIDEZ CONSTRUCTION, INC.											CONTRACT AMOUNT	748,052.72
LIMITS: FROM CROCKETT, SUTTON, KIMBLE COUNTIES TO .												
TYPE: REFURBISH GUIDE SIGNS												

DISTRICT	SAN ANGELO											
3047	TOM GREEN	PV	0907-24-011	C 907-24-11	5.100 KM	1,002,949.02	999,473.45	1	-0.35	NO	NO	AWARD
CONTRACTOR: REECE ALBERT, INC.											CONTRACT AMOUNT	999,473.45
LIMITS: FROM AT SAN ANGELO STATE PARK TO .												
TYPE: RECONSTRUCT ROADS AND PARKING AREAS												

DISTRICT	AUSTIN											
3024	TRAVIS	RM 1431	1378-01-019	STP 98(268)HES	1.620 KM	1,126,660.03	1,474,868.10	5	30.91	NO	NO	AWARD
CONTRACTOR: BAY MAINTENANCE COMPANY, INC.											CONTRACT AMOUNT	1,474,868.10
LIMITS: FROM 0.67 KM W OF WIRE RD TO WILLIAMSON C/L												
TYPE: REALIGN CURVE												

DISTRICT	ATLANTA											
3102	UPSHUR	SH 300	1385-01-025	CPM 1385-1-25	2.412 MI	725,042.49	618,459.64	3	-14.70	NO	NO	AWARD
CONTRACTOR: MADDEN CONTRACTING COMPANY, INC.											CONTRACT AMOUNT	618,459.64
LIMITS: FROM 0.3 MI N. OF FM 3358 (S. LEG) TO 0.1 MI N. OF GREGG CO. LINE												
TYPE: RESURFACE EXISTING 4-LANE DIVIDED HIGHWAY												

BY _____

FILED
 REX A. SHAW
 COUNTY CLERK
 99 MAY 24 PM 12:10
 UPSHUR COUNTY, TX

VOL 53 PG 1685

VOL. 53 PG 686

FILED
REX A. SHAW
COUNTY CLERK

In the name and by the authority of
MAY 14 PM 12:10
UPSHUR COUNTY, TX.

The State of Texas DEPUTY

OATH OF OFFICE

I, Roxanne Bedwell, do solemnly swear (or affirm), that I will faithfully execute the duties of the office of Upshur County Sheriff Dept of the State of Texas, and will to the best of my ability preserve, protect, and defend the Constitution and laws of the United States and of this State, so help me God.

Roxanne Bedwell
Affiant

SWORN TO and subscribed before me by affiant on this 18 day of May, 1999.



Kaye Roeder
Signature of Person Administering Oath

Kaye Roeder
Printed Name

Justice of the Peace Pet 12
Title

FILED
REX A. SHAW
COUNTY CLERK

In the name and by the authority of UPSHUR COUNTY, TX. MAY 24 PM 12:10

UPSHUR COUNTY, TX.

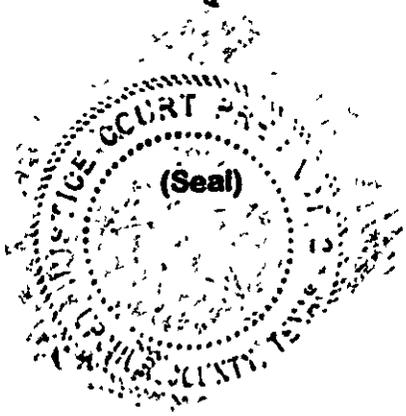
The State of Texas BY _____ DEPUTY

OATH OF OFFICE

I, Donald Willeford, do solemnly swear (or affirm), that I will faithfully execute the duties of the office of Upshur County Sheriff Dept. of the State of Texas, and will to the best of my ability preserve, protect, and defend the Constitution and laws of the United States and of this State, so help me God.

Donald Willeford
Affiant

SWORN TO and subscribed before me by affiant on this 13 day of May, 19 99.



Kaye Roeder
Signature of Person Administering Oath

KAYE ROEDER
Printed Name

Justice of the Peace Pct. 2
Title

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:10

In the name and by the authority of

UPSHUR COUNTY, TX.

The State of Texas

DEPUTY

OATH OF OFFICE

I, Kelli Creed, do solemnly swear (or affirm), that I will faithfully execute the duties of the office of Upshur County Sheriff's Dept. of the State of Texas, and will to the best of my ability preserve, protect, and defend the Constitution and laws of the United States and of this State, so help me God.

Kelli Creed
Affiant

SWORN TO and subscribed before me by affiant on this 29 day of April, 19 99.



Kaye Roeder
Signature of Person Administering Oath

Kaye Roeder
Printed Name

Justice of the Peace Pet 2
Title

GARY R. TRAYLOR & ASSOCIATES INCORPORATED
Governmental Consultants and Planners

MEMORANDUM

DATE May 10, 1999
TO: Amy Dean, Economic Development Director
FROM: Diann Brown *[Signature]*
RE: Diana Water Supply Corporation - TCDP Contract #717801

Amy: Enclosed is a prepared Resolution for the Commissioner's Court to pass formally accepting the above referenced contract. This document should be passed together with the Certificate of Completion. In case someone should ask about the money

The State paid \$209,000
Diana WSC paid \$87,622.34; total construction \$296,622.34

Please return one original Resolution back to me.

Thanks

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:10
UPSHUR COUNTY, TX.
BY _____
DEPUTY

RESOLUTION

OF THE COMMISSIONERS COURT OF UPSHUR COUNTY, TEXAS ACCEPTING THE CONSTRUCTION OF WATER SYSTEM IMPROVEMENTS UNDER THE COUNTY'S TEXAS COMMUNITY DEVELOPMENT PROGRAM CONTRACT NO. 717801 AND AUTHORIZING FINAL PAYMENT TO THE CONTRACTOR.

WHEREAS, the Commissioners Court accepts the actual quantities and costs of said improvements pursuant to final estimate of Hoot Johnson Construction, Inc., Consulting Engineers; and

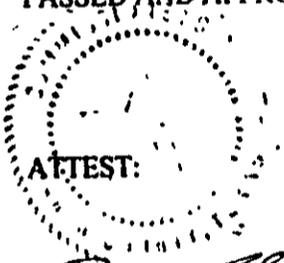
WHEREAS, the Commissioners Court establishes the warranty period for said improvements; and

WHEREAS, the Commissioners Court authorizes final payment to be made to the Construction Contractor.

NOW THEREFORE BE IT RESOLVED BY THE COMMISSIONERS COURT OF UPSHUR COUNTY, TEXAS,

1. That the County accepts the project as constructed by the Contractor under contract dated August 31, 1998 between Hoot Johnson Construction, Inc. and Upshur County, Texas as approved by final inspection of April 13, 1999, Consulting Engineers.
2. That the County establishes the warranty period under the provision of the contract to be in effect commencing on April 13, 1999 (date of final inspection) to remain in full force and effect until April 12, 2000 at 12:00 p.m., midnight (12 months from final inspection).
3. That the County authorizes payment to the Contractor of \$296,622.34 which represents the total cost of the project plus or minus all change orders.
4. That the County authorizes final payment of \$34,703.69 to the Contractor as approved by Walter T. Winn, Jr., P.E., KSA Engineers, Inc.

PASSED AND APPROVED THIS 24TH DAY OF MAY, 1999.



ATTEST:

Charles F. Still
 Charles Still, County Judge

Rex Shaw
 Rex Shaw, County Clerk

MEMO

VOL. 53 PG 691

DATE: MAY 7, 1999
TO: JUDGE CHARLES STILL
Upshur County, Texas
FROM: TIM CONE
Criminal District Attorney
SUBJECT: MID CONTINENT GROUP-JAIL ROOF

If there are any provisions of the contractual agreement that require our notice to be sent in any form or fashion other than what we did, please let me know as soon as possible. I think the demand letter that we sent was adequate. However, if there is some contract provision that requires for certain notices to be filed a certain way I need to be made aware of that. I don't have any information to that affect.

Thank you for your cooperation and attention.

Sincerely,


Tim Cone

TC/mb

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:10
UPSHUR COUNTY, TX
BY _____
DEPUTY



Mid-Continent Group®

MID-CONTINENT CASUALTY • MID-CONTINENT INSURANCE • OKLAHOMA SURETY

April 28, 1999

Tim Crone
Criminal District Attorney
Upshur County Justice Center
405 N. Titus St.
Gilmer, TX 75644

Re: Bond No: TBD-10130
Project: Roofing, New & Alterations, for Upshur Co. Justice Center
Principal: LDI Metal Works, Inc.
Obligee: Upshur County, TX
Claim Amt: Not Specified

Dear Mr. Crone:

We are in the process of investigating the claim we received from you on the above referenced bond. At this time, we do not require further information from you; we may, however, require further information at a later date.

We have requested information from the principal in order to properly investigate the principal's position, as well as your position.

This letter does not acknowledge the sufficiency of your notice but merely the receipt of same. We reserve all legal rights, remedies and defenses available to our principal, as well as those afforded to us as surety. You are not to deem our promise to investigate your claim as a waiver of any of these aforementioned legal rights, remedies and defenses.

Sincerely yours,

Paul LaForge,
Surety Services Manager
PL/rs

✓
5/3/99

RECEIVED
ORIGINAL DISTRICT ATTY.
UPSHUR COUNTY, TX
99 MAY -3 AM 11:25

Est10130 01 doc



LDI Metalworks, Inc.

VOL 53 PG 693



2140 South Main • Fort Worth, Texas 76110 • (817) 927-2140 • FAX (817) 927-5520

May 4, 1999

Tim Cone
Criminal District Attorney
Upshur County Justice Center
405 N. Titus
Gilmer, Texas 75644

Dear Sir:

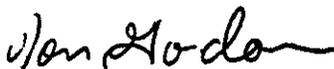
I have received your letter requesting the installation of a new roof at your facility. At the time the Architect's roof report was written, I met with the Architect, Danny Butler of Dinosaur Valley Construction, Inc., the Sheriff and several other county officials at which time some deficiencies were identified. Everyone agreed on which roofing panels would be replaced, along with the reworking of the trim and closures and the repair of all interior water damage. This work was completed on February 9, 1999. We had not been notified of any subsequent leaks until last week. As the weather gets warmer, panels of this length will move with heat expansion and allow a loose fastener to leak. Finding these flaws and repairing them is part of the process.

Closing out this project to everyone's satisfaction is of the utmost importance to us. We currently have an independent consultant preparing a study of the present condition of the roof, and hope to have this report within a few days. After we have reviewed the report we will be in a better position to resolve this issue.

Your patience in this matter is greatly appreciated.

If I can answer any questions, please do not hesitate to contact me.

Sincerely,


Ron Gordon
General Manager



cc: Danny Butler, DVCI
Lamar McDonald, Architect

VOL. 53 PG 1694



C CHARLES L. STILL
COUNTY JUDGE
P O BOX 790
GILMER, TEXAS 75644

May 10, 1999

Tim Cone
Criminal District Attorney
405 N. Titus St.
Gilmer, Tx. 75644

Tim:

Acknowledge receipt of your memo dated 5-7-99. I think any information you need to pursue this matter can be obtained from the office of the Architect, J. Lamarr McDonald, the Construction Manager, Danny Butler or the attorneys representing each. I understood the attorney we met with in the joint conference held in a luncheon meeting on 2-24-99 indicated he would assist you in any matter relating to the resolution of this matter. Please contact these individuals.

Charles L. Still
Charles L. Still
Upshur County Judge

FILED
REX A. SHAW
COUNTY CLERK

99 MAY 26 PM 3:46

UPSHUR COUNTY, TX.

BY _____
DEPUTY

MAY 11, 1999

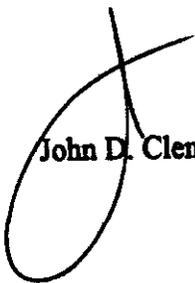
CONCERNED PROPERTY OWNERS ASSOCIATION
of
RAINTREE LAKES SUBDIVISION
BOX 255X
BIG SANDY, TEXAS 75755

SUBJECT: Funding for Road Repairs.

On behalf of the property owners of Raintree Lakes Subdivision and this Association, I (John D. Clement) personally authorize the expenditure of Four Thousand Dollars (\$ 4, 000 00) and no cents to the Commissioner of Precinct 4, Upshur County. These monies will be this Associations's contribution to help off set county's overall cost of repairing and maintaining the roads in Raintree Lakes Subdivision. These monies will be placed in a special "escrow" bank account and will be used specifically for the purposes as stated above, and will not be used for any other county's projects or expenditure requirements not associated with this subdivision and association.

A letter, accepting these conditions, will be prepared, signed, and provided to the concerned property owners association of Raintree lakes subdivision by the Commissioner, Precinct 4 (Mr. Russell Green) Upshur County.

Should the above requirements and conditions not be accepted by the commissioners court of Upshur county the four thousand dollars (\$ 4,000.00) and no cents will be returned to the Concerned Property Owners Association of Raintree Lakes plus any and all interest accrued.


John D. Clement, President

RECEIVED

MAY 24 1999

TREASURER'S OFFICE

RECEIVED
MAY 24 1999
AUDITOR'S OFFICE

Rex Shaw
Upshur County Clerk ORIGINAL
Po Box 730
Gilmer, Tx 75644

72452

Receipt #: CK#559
Cause #

ESCROW FOR RAINTREE LAKE PROPERTY 4,000.00
Total Road Repairs. \$4,000.00

C. p. o. a. Of Raintree Lakes
Upshur County Pct. 4
Russell Green-commissioner

Date Received : 05/26/1999 Issued By : CC
Payment Method : CK

VOL. 53 PG. 196



Conversant Technologies, Inc.
P.O. Box 865081 Plano, TX 75086-5081
(972) 964-7010

**Inmate Phone System
Proposal**

Presented to:

**Upshur County,
Texas**

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 27 PM 4:12
UPSHUR COUNTY, TX.
DEPUTY



Conversant Technologies, Inc.

INMATE PHONE SYSTEM PROPOSAL

Conversant Technologies, Inc. has enjoyed the opportunity to provide inmate phone service to a portion of the County Jail for the past ten months. We thank you for your business and are pleased to offer the following proposal to extend our service to the remaining portion of the existing jail and any planned additions to the facility at Upshur County.

SYSTEM PROPOSED

In order to meet the needs of Upshur County, Conversant Technologies proposes to install the TELEQUIP TROOPER technology for inmate call processing. The system installed will support the current number of inmate telephones and an appropriate number of outgoing lines to process all collect inmate calls placed from the facility. Based on the facility's current inmate population and our estimated call volume, this quantity of phones and trunks should be ample for the traffic presented. Conversant will continue to monitor inmate call traffic, and will add phones and lines as needed to ensure full inmate phone access.

Conversant offers the following features for consideration by Upshur County:

TELEQUIP TROOPER inmate call processors - Offering fully automated collect calling with the following security and control features:

- | | |
|---------------------------------|----------------------------|
| Fully automated collect calling | Bilingual voice prompts |
| Call duration limitation | Automated Operating Hours |
| Incoming Call Block | Facility Name Announcement |

T.O.M. On-Site Administrative Terminal
(Can be easily configured to control existing phones and new phones from one location)

- | | |
|---------------------------------|--------------------------------|
| Real time call activity viewing | Real time reporting capability |
| Real time blocking capability | Real time phone shut-off |
| Real time Call blocking feature | |

Proposal Submitted to Upshur County, Texas
April 28, 1999
Page 1 of 7



INSTALLATION

The proposed equipment is fully assembled and tested by TELEQUIP at its manufacturing and engineering plant in Richardson, Texas to minimize installation time. Based on the facility's specifications, the system will be configured with the desired features, options, and parameters and shipped fully assembled to the installation site. All necessary equipment, cables and connectors are included. Actual installation time for the telephones themselves will require approximately 1 day. An additional day will be required for installation of the call processing system. Cut-over will be coordinated to minimize or eliminate down-time altogether. One technician will be on-site to manage the cut-over with the remote support of certified TELEQUIP technical support personnel. All phones, trunks, features and parameters will be fully tested prior to cut-over and following cut-over to ensure proper operation.

Proposal Submitted to Upshur County, Texas

April 29, 1999

Page 2 of 7



Conversant Technologies, Inc.

SUPPORT

Conversant Technologies will have local technical personnel available to the site 24 hours a day, 7 days a week. Standard trouble requests will receive a response time of no more than four hours. Emergency trouble requests will receive immediate attention, not to exceed two hours.

In addition to direct support services provided by Conversant Technologies, the company has reached an agreement with TELEQUIP Labs, Inc., (the manufacturer of the proposed equipment) for remote technical support services 24 hours per day, 7 days per week. The ACP offers full remote diagnostic capability from the TELEQUIP support center. This feature enables TELEQUIP to access the system, diagnose problems, modify feature parameters, enter blocked numbers, poll call records, generate call detail reports, and provide system software upgrades and modifications. In addition, polling records from each evening's remote diagnostics will generate an exception report if the systems are not reporting within the normal range.

Upon contract award, Conversant will provide the facility with a complete listing of contact names and repair procedures. As stated above, TELEQUIP, the equipment manufacturer, will provide full 24 hour remote technical support in conjunction with Conversant's on-site repair sub-contractor. Upon notification of a service-affecting condition, remote diagnosis will be initiated within one hour. If on-site repair is required, a technician will be dispatched immediately. NOTE: Historical records of TELEQUIP product service issues indicates that the vast majority of all trouble reports are resolved via remote diagnosis and repair.



Conversant Technologies, Inc.

COMMISSIONS AND RATES

Conversant Technologies will provide all equipment and services described herein at no cost to Upshur County whatsoever. In addition, the County will receive a monthly commission as follows:

Contract Years 1-3	44%	<i>- 2 years</i>
Contract Years 4 & 5	45%	(if Granted by contract extension)

The percentage listed will be paid based on gross billable revenue - paid to the County sixty days following the end of each calendar month. For example, September commissions will be paid on December 1.

This is a true gross revenue calculation and no deductions are made for any costs associated with providing the services proposed. The systems proposed have been evaluated for their ease of use and ability to provide the County with the desired functionality with exceptional reliability.

Inmate collect call rates are as follows:

Local calls are rated at no more than \$2.50 per call. *(2.50)*

Usage rates for long distance collect calls will be no more than \$0.42 per minute plus a per call charge not to exceed \$3.00.

Conversant will furnish to Upshur County each month, both detail and summary reports listing the following information:

- Number of completed calls
- Time, date, duration of call and number called
- Summary Dollar volume generated
- Upshur County's portion of the generated revenue



Conversant Technologies, Inc.

SERVICE GUARANTEE

If, at any time, CTI fails to perform in a professional manner by giving poor service, or being uncooperative with the Sheriff's Department, the County will have the right to give CTI 30 day's written notice of such breach of service. If CTI does not cure the problem within this time period, Upshur County may terminate its contract with Conversant Technologies. CTI hereby waives all rights of protest and appeal for any such decision and agrees to cooperate with the transition to a new vendor in the unlikely event this should occur.



Conversant Technologies, Inc.

BIDDER INFORMATION

Conversant Technologies, Inc. was founded in April 1995 by John D. Profanchik and Earl Campbell for the purpose of providing telecommunications services to the corrections industry in the Southwest. Please feel free to contact the following references about their experience with Conversant Technologies.

Galveston County Jail
Bruce Hughes, Purchasing
715 19th Street
Galveston, TX 77550
(409) 766-2300

Trinity County Jail
Sheriff Brent Phillips
Courthouse Square
Groveton, TX 75345
(409) 642-1424

Castro County Jail
Sheriff CD Fitzgearld
100 E. Bedford
Dimmitt, TX 79027
(806) 647-3311

Ochiltree County Jail
Sheriff Joe Hataway
21 S.E. 6th
Perryton, TX 79070
(806) 435-8000

Nacogdoches County Jail
Sheriff Joe Evans
2306 Douglas Rd.
Nacogdoches, TX 75963-0227
(409) 560-7790

Proposal Submitted to Upshur County, Texas
April 28, 1999
Page 6 of 7



Conversant Technologies, Inc.

PROPOSED EQUIPMENT INFORMATION

TELEQUIP Labs, Inc. was formed in 1987, in Richardson, Texas. The company's primary business is the development and manufacture of state of the art inmate call processing technology, including the TROOPER call processor. TELEQUIP is currently the product of choice for many of the industry's telecommunications leaders and is featured at over 400 facilities nationwide.

Proposal Submitted to Upshur County, Texas
April 29, 1988
Page 7 of 7

INTERLOCAL AGREEMENT BETWEEN THE COUNTIES OF
UPSHUR AND RAINS CONCERNING HOLDING OF RAINS COUNTY
PRISONERS IN THE UPSHUR COUNTY JAIL

THE STATE OF TEXAS

COUNTIES OF UPSHUR AND RAINS

WHEREAS, Upshur County, Texas has recently completed and opened a new jail facility adjacent to its existing jail in the City of Gilmer; and

WHEREAS, Rains County, Texas currently maintains an average jail population which exceeds its certified maximum pursuant to the latest rules enacted by the Texas Commission on Jail Standards and has an existing need to house some of its prisoners in facilities outside of Rains County, Texas, and

WHEREAS, it is the desire of both counties to use extra jail space in Upshur County to house excess prisoners from Rains County, and this creates a mutually beneficial circumstance which gives rise to a need for both counties to contractually agree as to the terms and conditions by which such Rains County prisoners may be held in the Upshur County jail;

NOW, THEREFORE, Upshur County, Texas and Rains County, Texas, each acting herein by and through their duly authorized County Judges, after due consideration and approval of this contract by their respective Commissioners Courts, do hereby covenant, stipulate and agree by and between themselves as follows.

1. As the need to house its prisoners in other locations continues in Rains County, and as the availability of otherwise unused bed space continues in the jail facilities in Upshur County, Upshur County, acting through its serving Sheriff, may accept prisoners from Rains County to be held, maintained and guarded in the jail facilities of Upshur County at the following daily rates per prisoner per day: \$10.00 per day per prisoner

for the first five (5) prisoners. Any prisoners delivered during any 24 hour period who is accepted by Upshur County for less than the full 24 hours of that day shall be considered to have been held for that day and payment for that day at the above rate per prisoner shall be due. Such payment shall be made by Rains County to Upshur County on the first day of each month beginning with the month following the first day on which prisoners from Rains County are accepted by Upshur County. Upshur County shall document the number of prisoners and the number of days and shall furnish a monthly report of such to Rains County by delivery of the same to its serving Sheriff with a copy to its serving County Judge.

2. Upshur county shall reserve the right, based on its own jail population needs as determined solely within the discretion of the Upshur County Sheriff, to accept or to refuse to accept any prisoners tendered to it by Rains County at any time throughout the existence of this agreement
3. Upon the acceptance of Rains county prisoners by Upshur County, acting through its Sheriff, Rains County shall cause such prisoners to be delivered to the Upshur County Jail Facility in Gilmer, Texas, and any delivery or transportation needs for such prisoners requiring them to leave the confines of the Upshur County Jail shall be met and supplied by Rains county and in no event shall Upshur County be required to transport either for delivery or return, or any other reason, the Rains County prisoners delivered to and accepted by it
4. Rains County, in addition to the daily rate per prisoner specified above, shall also and additionally be financially responsible for all medical costs incurred by its prisoners while in the custody of the Upshur County Jail, and Rains County shall additionally be

financially responsible for any other costs or expenses which exceed the ordinary, usual and customary costs expected of prisoners housed within its Jail. Such unusual and non-customary costs which would be paid by Rains County include special dietary foods, beverages or other requirements; special educational requirements or materials; costs or expenses incurred for damage to any person or property or anyone by an prisoner from Rains county while in the custody of Upshur County, as well as any indigent health care costs, court costs, or legal costs, associated with any conduct, need or action of rains county prisoner while in the custody of Upshur county. All transfers, transportation and delivery costs of Rains county prisoners shall be borne by rains county including transfers to and from court appearances, hearings, as well as delivery to and from medical, mental or other treatment facilities.

5. Any prisoner delivered from Rains County to Upshur county who shall be designated at any time as "Blue Warrant" prisoner, as that term is generally accepted in the field of law enforcement in the State of Texas, shall be the full and complete obligation of Rains county, and any funds payable by the State of Texas to Rains County for such "Blue Warrant" prisoner shall be retained and delivered to Rains County, even though such prisoner may be physically present in the jail facilities of Upshur county.
6. If at any time that a Rains county prisoner is in the custody of the Upshur County Jail, the Upshur county Sheriff, acting in his sole and absolute discretion, shall determine that such prisoner should, for any reason, be returned to Rains County, then upon two (2) hours notice the rains County Sheriff's department, Rains county agrees to take possession and re-delivery of such prisoner into its custody at the Upshur County Jail without question or objection and such determination as made by the Upshur county

Sheriff shall not be subject to any judicial review

7. Both parties agree that it is possible that while Rains County prisoner is in the care or custody of Upshur County that such prisoner shall cause physical, bodily or property damage to one or more persons or to various property, including the detention facility. As a part of this agreement and based on the consideration extended by Upshur County to Rains County and as a part hereof Rains county agrees to fully and completely indemnify and hold harmless Upshur county, its Sheriff, Deputies, elected officials, employees, agents and contractors from any and all damage, harm or liability of any type or nature, caused either directly or indirectly by an Upshur County prisoner acting alone or in concert with any other prisoner, including Upshur county prisoners, while in the care or custody of Upshur county, or being delivered to or received from Upshur County pursuant to the terms of this agreement; such indemnification shall include all costs, damages, judgments, fees, and expenses, including, but not in any manner limited to, attorneys' fees, court costs, investigative fees, and other out-of-pocket expenses. Such indemnification shall include the right of Upshur County, if named in any litigations or other judicial proceeding as a result of the conduct of any Rains County prisoner to retain its own counsel of its own choosing, whose fees and expenses shall be directly paid by rains County as a part of such indemnification

This agreement and the terms hereof shall be fully binding on each of the undersigned Counties, and this agreement shall remain in effect for a period of one (1) year from the date hereof or until such earlier time as both Counties, acting through their respective Commissioners Court, may be duly adopted resolution mutually elect to terminate the same. Any dispute regarding the terms or

conditions hereof shall be fixed in Upshur County, Texas, and any prevailing party in any judicial proceeding related to this agreement or involving any of the terms hereof shall be entitled to recover its costs and attorneys fees from the non-prevailing party which shall be in addition to any other sums due or payable hereunder. Any sums due to Upshur County by Rains County and not paid within thirty (30) days of the date such are demanded or otherwise due shall accrue interest thereafter and until paid at the rate of twelve percent (12%) per annum.

This agreement and the terms set forth above constitute the entire agreement regarding these matters as between Rains county and Upshur county and all prior negotiations, discussions and understandings have been merged herein and made a part hereof. There are no oral agreements or understandings which survive the execution of this written agreement.

WITNESS THE EXECUTION HEREOF, in duplicate, this 24th day of May, 1999.

UPSHUR COUNTY

BY Charles F. Still
CHARLES STILL, COUNTY JUDGE

ATTEST

Rex A. Shaw
REX A. SHAW, COUNTY CLERK

RAINS COUNTY

BY R. Sisk
ROBERT SISK, COUNTY JUDGE

ATTEST

Mary Sheppary
MARY SHEPPARY, COUNTY CLERK

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:10
UPSHUR COUNTY, TX.
DEPUTY

UPSHUR COUNTY, TEXAS

DEPOSITORY CONTRACT

WHEREAS, the Commissioners' Court of Upshur County, Texas has published notices asking that sealed bids be submitted preparatory to the selection by the Commissioners' Court of a County Depository, as is required by law, said notice stating, among other things, that the Depository thus to be selected by the Commissioners' Court should be the Depository for County funds, money collected and held by any district, county or precinct officer and funds belonging to any district or other municipal subdivision not selecting its own depository, as required under Paragraph (a) of Article 2549, and that the amount of such monies for which the depository should furnish security are approximately:

Funds belonging to Upshur County, which shall also cover the funds deposited by all offices of the County, \$10,220,000. (This includes Permanent and Available School Funds, Trust and Agency Funds in the County and District Clerk Offices for investments.)

WHEREAS, First National Bank of Gilmer, Texas a national banking corporation domiciled in the City of Gilmer, Upshur County, Texas submitted its written bid in response to said notice, which was received by said Commissioners' Court and entered upon its Minutes; and said Commissioners' Court by this order has accepted the bid of First National Bank, and on May 18, 1999, designated said First National Bank as

County Depository and as the Depository for the funds hereinabove mentioned: and

WHEREAS, said First National Bank, which for brevity is hereinafter sometimes referred to as Bank and sometimes as Depository, hereby accepts said designation as the depository for the public funds hereinabove mentioned and agree to serve as such until sixty (60) days after the time fixed by law for the next selection of a depository, which statutory time is presently May, 2001, or until such time as a new bank has qualified as County Depository, whichever should sooner occur. First National Bank, desires to qualify as such depository by pledging with the Commissioners' Court securities, in the amount provided by law under Article 2547 (c), but limited to United States Government bonds, notes, and bills, United States Agencies, Federal Housing Authority bonds, Farmer's Home Administration notes, Federal National Mortgage Association bonds, and Municipal Securities bearing Moody's A or better rating. Such securities so pledged shall be deposited in Trust with Texas Independent Bank of Dallas without expense to the County under an appropriate contract to be drawn conformably to the requirements of the Depository Law and in accordance with this contract. The amount of securities so pledged shall be determined by their market value.

NOW, THEREFORE, in consideration of the premises, and for the

Vol 53 PG 712

purposes and upon the conditions hereinstated, First National Bank does hereby assign to and pledge with Upshur County and the Commissioners' Court thereof security as follows:

See attached schedules of securities, said securities being of the kind and character authorized to be thus pledged by paragraph (c) of article 2547 of the Revised Civil Statutes of Texas as amended by the Legislature of said State, but limit to the kind and character stated herein.

First National Bank as such Depository hereby acknowledges itself duly and firmly bound for the faithful performance of all of the duties and obligations devolving by law upon it as such Depository; that all funds deposited with it as such Depository shall be faithfully kept by such Depository and accounted for according to law; that with respect to the funds belonging to the County, or under its jurisdiction and control, it will pay upon presentation all checks and drafts drawn on said Depository by the County Treasurer of said County, when sufficient funds are on deposit therefore. When the securities pledged hereunder shall be in excess of the amount required under the provisions of Article 2547 and other pertinent statutes, the Commissioners' Court shall permit the release of such excess. When the funds on deposit with said Depository Bank shall for any reason increase beyond the amount of security provided, said Bank shall immediately pledge additional securities to the Commissioners' Court hereunder to the end that securities

pledged shall at no time be less than the total amount of funds on deposit in the Depository Bank and covered by this Depository contract. The Bank shall have the right of substituting other securities for those herewith pledged, or any part thereof, provided the securities substituted meet the requirements of the law and this contract and are approved by the Commissioners' Court. The pledge of securities therein mentioned is for the purpose of securing the faithful performance by said Bank of its duties as Depository as herein set forth. A monthly statement listing securities and their market value shall be submitted to the County Treasurer upon request.

In keeping with the bid proposal filed by the Bank with the Commissioners' Court, the Bank agrees to pay interest on "Demand Deposits"/Transaction Accounts of the County. To the extent permitted by applicable laws and regulations, on any Demand Deposit/Transaction account with a balance of \$100,000.00 or less, but more than \$10.00, interest will be paid at the fixed rate of 3.26% for Now Accounts with \$10 minimum balance and Super Now Accounts at the fixed rate of 3.26% with \$10 minimum balance. Although the Bank plans to pay the rates as indicated, we reserve the right not to be contractual obligated to accept these rates for more than thirty (30) days. Should banking regulations permit obligation during the life of this contract, we will be so

bound. Interest will be computed and paid on the last day of each month. The Bank reserves the right to require seven (7) days notice prior to withdrawal or transfer of funds from these "Demand Deposits"/Transaction accounts. The Bank also agrees to pay interest on "Time Deposits". To the extent permitted by applicable laws and regulations, interest on each time deposit will be paid at the following per annum rates, computed on the basis of a three hundred sixty five (365) day year and paid to the County on any schedule specified by the County so long as the method specified is permitted under applicable laws and regulations:

DEPOSITORY BANK CERTIFICATES OF DEPOSIT

FIXED RATE:

	\$100,000 OR MORE	LESS THAN \$100,000
7 TO 29 DAYS	5.26	5.26
30 TO 59 DAYS	5.26	5.26
60 TO 89 DAYS	5.26	5.26
90 TO 179 DAYS	5.26	5.26
180 TO 364 DAYS	5.26	5.26
365 DAYS AND OVER	5.26	5.26

VARIABLE RATES (Most recent auction of the six month Treasury Bill):

AMOUNTS LESS THAN \$100,000

7 TO 29 DAYS	6 MONTH TREASURY BILL PLUS	.66
30 TO 59 DAYS	6 MONTH TREASURY BILL PLUS	.71
60 TO 89 DAYS	6 MONTH TREASURY BILL PLUS	.76
90 TO 179 DAYS	6 MONTH TREASURY BILL PLUS	.81
180 TO 364 DAYS	6 MONTH TREASURY BILL PLUS	.86
365 DAYS AND OVER	6 MONTH TREASURY BILL PLUS	.91

AMOUNTS \$100,000 OR MORE

7 TO 29 DAYS	6 MONTH TREASURY BILL PLUS	.66
30 TO 59 DAYS	6 MONTH TREASURY BILL PLUS	.71
60 TO 89 DAYS	6 MONTH TREASURY BILL PLUS	.76
90 TO 179 DAYS	6 MONTH TREASURY BILL PLUS	.81
180 TO 364 DAYS	6 MONTH TREASURY BILL PLUS	.86
365 DAYS AND OVER	6 MONTH TREASURY BILL PLUS	.91

Interest will be based on floating interest rate of daily published auction rate of the U.S. Treasury Bill plus basis points as stated with a floor of 4.75% on amounts under \$100,000 and a floor of 4.75% on amounts over \$100,000. If the County elects to name the Bank as paying agent on County bonds, the Bank agrees to serve as paying agent on such bonds and interest coupons without charge.

The Bank will handle any and all deficiency warrants as may be issued by Upshur County, when presented to said Bank for payment, until the date payment is made by the Treasurer of Upshur County. County indebtedness may be transferred at no

Vol. 53 PG 711e

additional charge to designated Depository, with interest charged at Prime Rate as published in the WALL STREET JOURNAL. Interest rates on new borrowing will be Wall Street Prime minus 2.25% as fo the date of the loan. Service rendered by the Bank as required by the County shall be provided at no charge for service charge on checking accounts, including stop payments, bank statements, printed STOCK checks and deposit slips, safety deposit boxes, safe storage of computer tapes in vault, wire services, Courier Services, coin and currency wrappers, bank bags and lock bags. No limit is required on Savings Account balances on deposit. Interest on Savings Accounts will be paid at 3.26% per annum.

The Commissioners' Court reserves the right to direct the County Treasurer to withdraw any amount of funds of the county that are deposited in the County Depository and that are not required immediately to pay obligations of the County, and invest those funds in direct debt securities of the United States.

IF First National Bank shall faithfully do and perform all the duties and obligations devolving on it by law as the County Depository of Upshur County, and shall upon presentation pay checks drawn on it by the County Treasurer of Upshur County, Texas on "Demand Deposits"/Transaction Accounts in such Depository, and shall faithfully keep said

County funds, and accounts in such Depository, and shall account for same according to law, and account for all funds belonging to the County which are deposited with it under the requirements of Article 2547, Vernon's Annotated Revised Civil Statutes, and shall include state funds collected, and shall pay the interest at the rate hereinabove stipulated on "Time Deposits: and Demand Deposits", and shall, at the expiration of the term for which it has been chosen, turn over to its successor all the funds, property, and other things of value coming into its hands as Depository, then and in that event this Contract is to be and becomes null and void and the securities above shall be returned to the pledgor. Should Bank default in the payment of any checks properly drawn upon it, or default in the payment of any "Time Deposit", "Demand Deposit", or any other account upon proper presentation, providing such account or accounts be not overdrawn, or otherwise default in the performance of any obligation or duty of the Bank under Texas Statutory law or under the terms of the Depository Contract, then, in such event, County shall have all the rights and duties of a "secured creditor" under Chapter 9 of the Business and Commerce Code of Texas Civil Statutes and any other rights it may have under law.

Any suit arising out of or in any way connected with this Contract shall be tried in the County of Upshur and State of

Texas in any Court therein having jurisdiction of the subject matter thereof.

FURTHERMORE, the pledge of the securities thereunder shall extend to, cover and secure all funds of governmental agencies authorized by law to be collected by the County Tax Collector, which he may collect and deposit as authorized by law with the Bank as County Depository.

Upshur County reserves the right to make investments outside the Depository Bank in accordance with the Laws of the State of Texas and the Investment Policy of Upshur County. The Depository Bank must be able to provide the necessary wire transfer service and third party safe-keeping of outside purchases of securities by Upshur County either at the Depository Bank, or a Third Party Financial Institution, or with a Federal Reserve Bank. All investment purchases of Government securities shall be made on a delivery versus payment basis.

First National Bank will furnish Wire Transfer service; checks (this does not include multipart checks or computer processing checks); deposit slips; deposit books; night depository services; bags and keys; coin counting and wrapping of all change and currency wrappers; Safe Deposit Boxes of adequate size and number in a bank in Gilmer; Cashiers Checks as needed; Courier Service; Direct Deposit Payroll service for Upshur County Employees; and should

Upshur County consider accepting Visa and Master Card for payment there would not be a charge for this.

First National Bank will not charge Service Charges on any of Upshur County's accounts; will not furnish optical imaging for checks and deposit slips; will not charge for stop payments issued and will not charge for accounts overdrawn for short periods of time.

IN TESTIMONY WHEREOF, witness the signature of First National Bank of Gilmer, Texas on this the 18th day of May, 1999, acting by and through its officers, who are hereunto duly authorized by resolution of the Bank's Board of Directors, and of Upshur County, acting by and through its Commissioners' Court, and pursuant to order of said Commissioners' Court dated the 18th day of May, 1999.

FIRST NATIONAL BANK

Frank Breayere
PRESIDENT

ATTEST:

Muriel Lehart
VICE PRESIDENT

(SEAL)



UPSHUR COUNTY

Charles L. Still
COUNTY JUDGE

Rex Shaw
COUNTY CLERK

Gaddis Lindsey
COMMISSIONER, PRECINCT NO. 1

Tommy Stanley
COMMISSIONER, PRECINCT NO. 2

COMMISSIONER, PRECINCT NO. 3

Russell A. [Signature]
COMMISSIONER, PRECINCT NO. 4

(SEAL)



FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:11
UPSHUR COUNTY, TX.
DEPUTY



VOL 53 PG 721

Gary Patterson
President and CEO

May 8, 1999

The Honorable Charles Still
Upshur County Judge
P. O. Box 730
Gilmer, Texas 75644

Dear Judge Still,

Enclosed is the depository bid of Gilmer National Bank for the funds of Upshur County. This bid is submitted for your consideration for either a two year or four year term. It is understood that the term of the contract will be determined at the time the bid is awarded. Along with the bid, I have attached a cashier's check payable to the Upshur County Treasurer in the amount of \$51,100.00 as requested for good faith and the signed affidavit to the County.

We have also enclosed a copy of our most recent FFIEC form 033 report, our most recent quarterly condensed statement, and our daily financial statement as of today's date reflecting our bank's paid up capital stock and permanent surplus. Please note that as of May 7, 1999, our Capital Stock is \$500,000.00, Surplus is \$1,500,000.00, and Undivided Profits are \$15,171,534.43.

We at Gilmer National Bank are pleased to have the opportunity to bid on the County funds and would like to be able to provide banking services for Upshur County as we move into the new millenium.

Sincerely,

A handwritten signature in cursive script that reads 'Gary Patterson'.

Gary Patterson
President

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:10
UPSHUR COUNTY, TX.
BY _____
DEPUTY

Box 460, Gilmer, Texas 75644, (903) 843-5653

**APPLICATION FOR DEPOSITORY
OF FUNDS OF THE COUNTY OF
UPSHUR, TEXAS
May 1999 to May 2001**

The Upshur County Commissioners' Court under the authority given by Article 2544, et. seq., of the Revised Civil Statutes of Texas, as revised by Local Government Code, Chapter 116.000 thru 116.155 as past by the 70th leg. 1987, will receive applications form banks in Upshur County desiring to be designated as the County Depository for the next two years beginning May 1999 thru May 2001. Also, under authority given by Article 2558a, et. seq., of the Revised Civil Statutes of Texas, as revised by Local Government Code, Chapter 117.000 thru 117.084 as past by the 70th Leg., 1987, applications will be received from banks in Upshur County desiring to be designated as Depository for Trust Funds in possession of the County and District Clerk's offices for the next two years beginning May 1999 and ending May 2001.

Under section 116.021 of the Local Government Code the County may choose to contract with the successful bank or banks for four years instead of two years.

The following pages will serve as the specifications for the bids. Proposals can be submitted on the following form or the bidders own letterhead, however, please follow the same form in answering questions.

The bid will consist of four sections:

- Section #1 General Operating Funds of Upshur County
- Section #2 County Clerk and District Clerk Trust Funds
- Section #3 Permanent and Available School Funds of Upshur County

Copies of the Upshur County Financial Report for year ending September 30, 1998 are available. If you would like a copy, contact Pam Long, County Auditor, 843-4001.

If any bidder has questions about the bid, please contact Myra Harris, County Treasurer, 843-4027.

SECTION I - GENERAL OPERATING FUNDS OF UPSHUR COUNTY

1. Bid requirements:

- (A) Bids for County Depository must be accompanied by a CERTIFIED CHECK OR CASHIER'S CHECK for not less than one-half (1/2) of one percent (1%) of the County's Revenue for the preceding fiscal year, said check being in the amount of \$51,100.00.
- (B) Bidder must state the amount of the Bank's paid-up capital stock and permanent surplus and must submit a statement showing the financial condition of the Bank on the date of the application as stated under chapter 116.023 of the Local Government Code.
- (C) Bidder must also file with the County a copy of the most recent Federal Financial Institution Examination Council Form 032 report. The FFIEC form 032 report shall be a continuing quarterly reporting requirement of the Depository Bank.
- (D) Bidder must comply with Financial Institution Reform, Recovery and Enforcement Act (FIRREA) of 1989 regarding certain requirements to validate a collateral agreement.

2. Money Market Deposits and Interest Bearing Checking Accounts

(A) Money Market Deposit Accounts

Please bid a fixed or variable rate for Money Market Deposit Accounts.

Fixed Rate N/A %

* Variable Rate Reg. Rate % currently yielding 3.41%
+.25%

What will the minimum balance be \$ 2,500.00

(B) Money Market Checking Accounts Super Now Checking

Please bid a fixed or variable rate for Money Market Checking Accounts?

Fixed Rate N/A %

* Variable Rate Reg. Rate % currently yielding 3.41%
+.25%

What will the minimum balance be \$ 2,500.00

*Although these rates are variable and can change weekly, they have only changed one time in the last two or three years.

FILED
 REX A. SHAW
 COUNTY CLERK
 99 MAY 24 PM 12:18
 UPSHUR COUNTY, TX

(C) NOW Checking Accounts

Please bid a fixed or variable rate for NOW Checking Accounts.

Fixed Rate N/A %

Variable Rate Reg. Rate % currently yielding 3.15%
 +.25%

What will the minimum balance be \$ 1,500.00

3. Investments

(A) Depository Bank Certificates of Deposits

(1) Fixed Rate No Bid

Term (Days)	\$100,000 or more	Less Than \$100,000
7 - 29	%	%
30 - 59	%	%
60 - 89	%	%
90 - 179	%	%
180 - 364	%	%
365+	%	%

(2) Variable Rate

 The floating variable rate bid will be basis points over and under the "Ask Yield" quote as published in the Wall Street Journal on the day of deposit for the U.S. Treasury Bill Maturing on, or immediately prior to the maturing date of the certificate.

Term (Days)	\$100,000 or more	Less than \$100,000
7 - 29	6 month T.bill +0.30 %	6 month T.bill +0.30 %
30 - 59	6 month T.bill +0.30 %	6 month T.bill +0.30 %
60 - 89	6 month T.bill +0.30 %	6 month T.bill +0.30 %
90 - 179	6 month T.bill +0.30 %	6 month T.bill +0.30 %
180 - 364	6 month T.bill +0.51 %	6 month T.bill +0.51 %
365+	6 month T.bill +0.56 %	6 month T.bill +0.56 %

State Floor 4.75%

******Gilmer National Bank has elected to use the weekly 26 week treasury bill auction rate as an index as opposed to the "Ask Yield" rate published daily in the Wall Street Journal. Gilmer National Bank feels that the "Ask Yield" rate is too volatile and makes it difficult to propose a fair and equitable bid.

(B) Investments made outside the Depository Bank

1. Upshur County reserves the right to make investments outside the Depository Bank in accordance with the Laws of the State of Texas and the Investment Policy of Upshur County
2. The Depository Bank must be able to provide the necessary wire transfer service and third party safe-keeping of outside purchases of securities by Upshur County either at the Depository Bank, or a Third Party Financial Institution, or with a Federal Reserve Bank.
3. All investment purchases of Government securities shall be made on a Delivery versus payment basis.

4. Other Services and Supplies

	Yes	No	Fee
(A) Will bidder furnish Wire Transfer service?	<u>X</u>	<u> </u>	<u>No Charge</u>
(B) Will bidder charge Service Charge on any of County's accounts?	<u> </u>	<u>X</u>	<u> </u>
(C) Will bidder furnish deposit slips and deposit books?	<u>X</u>	<u> </u>	<u>No Charge</u>
(D) Will bidder furnish night depository services including bags and keys?	<u>X</u>	<u> </u>	<u>No Charge</u>
(E) Will bidder furnish optical imaging: checks (front and back) and deposit slips?	<u>X</u>	<u> </u>	<u>No Charge</u>
(F) Will bidder furnish coin counting and wrapping of all change and currency wrappers?	<u>X</u>	<u> </u>	<u>No Charge</u>
(G) Will bidder furnish Safe Deposit Boxes of adequate size and number in a bank in Gilmer?	<u>X</u>	<u> </u>	<u>No Charge</u>
(H) Will bidder charge for stop payments issued?	<u> </u>	<u>X</u>	<u> </u>
(I) Will bidder furnish County with Cashiers Checks as needed?	<u>X</u>	<u> </u>	<u>No Charge</u>
(J) Will bidder charge for accounts overdrawn for short periods of time?	<u> </u>	<u>X</u>	<u> </u>
(K) Will bidder furnish County with all checks that are necessary?	<u>X</u>	<u> </u>	<u>No Charge</u>
(L) Should Upshur County consider accepting Visa and Master Card for payment - what would be the charge to the County?	<u> </u>	<u> </u>	<u>We no longer handle MasterCard or Visa merchant transactions.</u>
(M) Will bidder furnish County with Courier Service?	<u>X</u>	<u> </u>	<u>No Charge</u>
(N) Will the Depository bank credit all cash, check, money orders, etc., direct to the account of Upshur County on the day of deposit by Upshur County?	<u>X</u>	<u> </u>	<u> </u>

(O) Will bidder provide Direct Deposit Payroll service for Upshur County's employees?

X* If the county provides diskette.

(P) List additional services for consideration:

Fedline wire service

5. The bidder further understands and agrees to the following:

That if the County has a portion of its fund invested in Time Deposits in the current depository bank and that all such Time Deposits bearing maturity dates subsequent to May 1999 shall remain in the current depository bank until maturity date.

6. The bidder further understands and agrees to the following:

That the County will leave enough money in the present depository bank to cover outstanding checks in all funds. After ninety days, any remaining balance will then be transferred at that time.

7. The bidder will need to pledge securities of \$10,220,000.00 for the General Operating Funds of the County at this time, please list how deposits will be secured, but may have to raise or lower these securities during the next two years. GNB will pledge U.S. Treasury and U. S. Government Agency securities held by Bank One, Dallas, Texas, in the necessary amount. Please note that the above figures are subject to change. Upon acceptance as a Depository for Upshur County, the County Treasurer will get with the bank and of over the necessary securities. The above figure could be higher or lower.

The Depository Bank will provide monthly reporting of the Market Value of securities pledge to Upshur County.

All securities pledged to Upshur County from the Depository Bank must be held in a third party financial institution, or with a Federal Reserve Bank. All securities pledged must meet the requirements of the County's Investment Policy.

The Depository Bank is responsible for notifying the County of any deficiencies in its pledged securities on a daily basis, as well as obtaining additional securities to cover the deficiency. Due to sizable changes that occur in the balances of the County's bank accounts, the County would prefer a cushion of at least \$1 million in securities over the required amount be pledged in order to prevent a deficiency from occurring.

9. If for any reason, Upshur County can not get all necessary checks printed and received before May 1999, will your bank agree to extend the time necessary to receive the new checks?

Yes No

NOTE: Also, please attach a list of all customer automated cash management products your bank will provide upon request to Upshur County during the term of this contract and the cost, if any.

Telebank—telephone banking

Automated Teller Machines—900 N. Wood, Gilmer, Tx.

HollyMart Convenience Store, Holly Lake Ranch

10. Interest Rate Charged on County Borrowing

Please state the interest rate and terms on new borrowing _____

Prime Rate as printed in the Wall Street Journal less 2.00%

SECTION II - UPSHUR COUNTY CLERK AND DISTRICT CLERKS TRUST FUNDS

- (A) The bidder also agrees to item 1 -10 in Section I.
Gilmer National Bank agrees to these items.

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SECTION III - PERMANENT AND AVAILABLE SCHOOL FUNDS OF UPSHUR COUNTY

- (A) The bidder also agrees to items 1 - 10 in Section I.
Gilmer National Bank agrees to these items.

During the term of the contract, the County will require monthly statements, with canceled checks, on all accounts it has established with the Depository. Each statement will be provided to the County as quickly as possible after the close of each month. In no case should this be longer than five working days after calendar month-end.

During the term of the contract, the County will require daily reporting of cash balances in each of the accounts it has established with the Depository, plus the amount of CD's issued to Upshur County.

Bids shall be placed in a sealed envelope and plainly marked "Bid on County's Depository" and delivered or mailed to the office of the County Judge, P.O. Box 730, Gilmer, Texas 75644 before 3:00 p.m., MONDAY, MAY 10, 1999.

Bids will be opened at the Upshur County Courthouse, Commissioners' Courtroom, Gilmer, Texas on Monday, May 10, 1999 at the 7:00 p.m. meeting.

The Commissioners' Court shall have the power to determine and designate which funds shall be demand deposits and which shall be time deposits. Checks shall be returned when the statutory bond and/or security has been filed.

Date this the _____ 7th _____ Day of May, 1999.

BIDDER Gilmer National Bank

By *Stan Patton*

TITLE President & CEO

AFFIDAVIT

STATE OF TEXAS

COUNTY OF UPSHUR

Before me the undersigned authority on this the 7th day of May

19 99, personally appeared Gary Patterson

who being duly sworn deposes and says that he signed the above instrument for the purpose and considerations herein expressed.

Kim Wall

Notary Public Signature

(Seal)

Notary Public in and for Upshur County, Texas

My commission expires 10-10-00

NOTE: Bids not notarized will not be considered.



FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:18
UPSHUR COUNTY, TX.
BY _____
DEPUTY

Please refer to page 1,
Table of Contents, for
the required disclosure
of estimated burden.

Consolidated Reports of Condition and Income for A Bank With Domestic Offices Only and Total Assets of \$100 Million or More But Less Than \$300 Million - FFIEC 033

Report at the close of business March 31, 1999

19990331
(RCR) 9999

This report is required by law 12 U.S.C. §324 (State member banks), 12 U.S.C. §1817 (State nonmember banks); and 12 U.S.C. §161 (National banks).

This report form is to be filed by banks with domestic offices only. Banks with foreign offices (as defined in the instructions) must file FFIEC 031.

NOTE: The Reports of Condition and Income must be signed by an authorized officer and the Report of Condition must be attested to by not less than two directors (trustees) for State nonmember banks and three directors for State member and National Banks.

The Reports of Condition and Income are to be prepared in accordance with Federal regulatory authority instructions.

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

FILED
REX A. SHAW
COUNTY CLERK
MAY 21 1999

I, Roy A. Harris, Cashier/Vice-President

Name and Title of Officer Authorized to Sign Report

of the named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Roy A. Harris

Signature of Officer Authorized to Sign Report

April 16, 1999

Date of Signature

Director (Trustee)

Director (Trustee)

Director (Trustee)

Submission of Reports

Each bank must prepare its Reports of Condition and Income either:

- (a) in electronic form and then file the computer data file directly with the banking agencies' collection agent, Electronic Data Systems Corporation (EDS), by modem or on computer diskette; or
- (b) in hard-copy (paper) form and arrange for another party to convert the paper report to electronic form. That party

(if other than EDS) must transmit the bank's computer data file to EDS

For electronic filing assistance, contact EDS Call Report Services, 2150 N. Prospect Ave., Milwaukee, WI 53202, telephone (800) 255-1571.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach this signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the completed report that the bank places in its files.

FDIC Certificate Number: 03219
(RCR) 9060

GILMER NATIONAL BANK
Legal Title of Bank (TEXT 9010)

GILMER
City (TEXT 9130)

TX
State Abbrev. (TEXT 9200)

75644
Zip Code. (TEXT 9220)

**Consolidated Reports of Condition and Income for
A Bank With Domestic Offices Only and Total
Assets of \$100 Million or More But Less Than \$300 Million**

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Signature Page **Cover**

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Disclosure of Estimated Burden

The estimated average burden associated with this information collection is 34.1 hours per respondent and is estimated to vary from 15 to 400 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D C 20503, and to one of the following:

Secretary
Board of Governors of the Federal Reserve System
Washington, D C 20551

Legislative and Regulatory Analysis Division
Office of the Comptroller of the Currency
Washington, D C 20219

Assistant Executive Secretary
Federal Deposit Insurance Corporation
Washington, D C 20429

For information or assistance, national and state nonmember banks should contact the FDIC's Call Reports Analysis Section, 550 17th Street, NW, Washington, D C 20429, toll free on (800) 686-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern time. State member banks should contact their Federal Reserve District Bank.

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Special Report (to be completed by all banks)

**Consolidated Report of Income
 for the period January 1, 1999 - March 31, 1999**

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All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI - Income Statement

1280 ←

Dollar Amounts in Thousands

1. Interest Income:				
a. Interest and fee income on loans (1):		RIAD		
(1) Real estate loans	4248	501	1.a.1	
(2) Installment loans	4247	377	1.a.2	
(3) Credit cards and related plans	4248	0	1.a.3	
(4) Commercial (time and demand) and all other loans	4248	429	1.a.4	
b. Income from lease financing receivables:				
(1) Taxable leases	4505	0	1.b.1	
(2) Tax-exempt leases	4307	0	1.b.2	
c. Interest income on balances due from depository institutions (2)		4115	191	1.c
d. Interest and dividend income on securities				
(1) U S Treasury securities and U S Government agency obligations (including mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA)		4027	695	1.d.1
(2) Securities issued by states and political subdivisions in the U S				
(a) Taxable securities	4506	0	1.d.2a	
(b) Tax-exempt securities	4507	123	1.d.2b	
(3) Other domestic debt securities (including mortgage-backed securities not issued or guaranteed by FNMA, FHLMC, or GNMA)		3667	0	1.d.3
(4) Foreign debt securities		3658	0	1.d.4
(5) Equity securities (including investments in mutual funds)		3659	2	1.d.5
e. Interest income from trading assets		4088	0	1.e
f. Interest income on federal funds sold and securities purchased under agreements to resell		4020	54	1.f
g. Total interest income (sum of items 1.a through 1.f)		4187	2,382	1.g

(1) See instructions for loan classifications used in this schedule.
 (2) Includes interest income on time certificates of deposit not held for trading.

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Schedule RI - Continued

Dollar Amounts in Thousands

2. Interest expense:

a. Interest on deposits:

	RIAD	Year-to-Date	
(1) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4808	124	2.a.1
(2) Nontransaction accounts:			
(a) Money market deposit accounts (MMDAs)	4808	31	2.a.2a
(b) Other savings deposits	4511	72	2.a.2b
(c) Time deposits of \$100,000 or more	A517	427	2.a.2c
(d) Time deposits of less than \$100,000	A518	614	2.a.2d
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	20	2.b
c. Interest on demand notes issued to the U.S. Treasury, trading liabilities, and on other borrowed money	4185	0	2.c
d. Not applicable			
e. Interest on subordinated notes and debentures	4200	0	2.e
f. Total interest expense (sum of items 2.a through 2.e)	4073	1,238	2.f
3. Net interest income (item 1 g minus 2 f)	4074	1,874	3.

4. Provisions:

a. Provision for credit losses	4230	45	4.a
b. Provision for allocated transfer risk	4243	0	4.b

5. Noninterest income

a. Income from fiduciary activities	4070	0	5.a
b. Service charges on deposit accounts	4080	120	5.b
c. Trading revenue (must equal Schedule RI, sum of Memorandum items 8 a through 8 d)	A220	0	5.c
d. - e. Not applicable			
f. Other noninterest income:			
(1) Other fee income	5407	15	5.f.1
(2) All other noninterest income *	5408	52	5.f.2
g. Total noninterest income (sum of items 5.a through 5.f)	4079	187	5.g
6. a. Realized gains (losses) on held-to-maturity securities	3521	0	6.a
b. Realized gains (losses) on available-for-sale securities	3196	0	6.b

7. Noninterest expense

a. Salaries and employee benefits	4135	357	7.a
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	110	7.b
c. Other noninterest expense *	4082	202	7.c
d. Total noninterest expense (sum of items 7.a through 7.c)	4083	669	7.d

8. Income (loss) before income taxes and extraordinary items and other adjustments

(Item 3 plus or minus items 4 a, 4.b, 5 g, 6 a, 6.b, and 7 d)	4301	547	8.
9. Applicable income taxes (on item 8)	4302	143	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus 9)	4300	404	10.
11. Extraordinary items and other adjustments, net of income taxes *	4320	0	11
12. Net income (loss) (sum of items 10 and 11)	4340	404	12.

* Describe on Schedule RI-E - Explanations

GILMER NATIONAL BANK
 PO BOX 468
 GILMER, TX 76844

Call Date 03/31/1998
 Vendor ID 0
 Transit # 11190681

State #: 48-3176
 Cert #: 83218
 FFIEC 033
 RI-3

8

Schedule RI - Continued

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Memoranda

Dollar Amounts in Thousands

	RIAD	Year-to-Date	
1 Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes	4613	0	M.1
2 Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)	8431	0	M.2
3 Not applicable			
4 Number of full-time equivalent employees at end of current period (round to nearest whole number)	4180	39	M.4
5 Interest and fee income on tax-exempt obligations (other than securities and leases) of states and political subdivisions in the U S (reportable in Schedule RC-C, part I, item 8) included in Schedule RI, item 1.a above	4604	3	M.5
6 To be completed by banks with loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans. Interest and fee income on agricultural loans included in item 1.a above	4251	180	M.6
7 If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition (1)	9106	N/A	M.7
8 Trading revenue (from cash instruments and off-balance sheet derivative instruments) (sum of Memorandum items 8.a through 8.d must equal Schedule RI, item 5.c)			
a. Interest rate exposures	8757	0	M.8.a
b. Foreign exchange exposures	8758	0	M.8.b
c. Equity security and index exposures	8759	0	M.8.c
d. Commodity and other exposures	8760	0	M.8.d
9 Impact on income of off-balance sheet derivatives held for purposes other than trading.			
a. Net increase (decrease) to interest income	8781	0	M.9.a
b. Net (increase) decrease to interest expense	8782	0	M.9.b
c. Other (noninterest) allocations	8783	0	M.9.c
10 Not applicable			
11 Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?	A530	NO	M.11
12 Deferred portion of total applicable income taxes included in Schedule RI, items 9 and 11 (to be reported with the December Report of Income)	4772	N/A	M.12

(1) For example, a bank acquired on June 1, 1998, would report 1998/06/01

Schedule RI-A - Changes in Equity Capital

Indicate decreases and losses in parentheses

1283 <

Dollar Amounts in Thousands

	RIAD		
1 Total equity capital originally reported in the December 31, 1998, Reports of Condition and Income	3215	16,535	1
2 Equity capital adjustments from amended Reports of Income, net *	3216	0	2
3 Amended balance end of previous calendar year (sum of items 1 and 2)	3217	16,535	3
4 Net income (loss) (must equal Schedule RI, item 12)	4340	404	4
5 Sale, conversion, acquisition, or retirement of capital stock, net	4346	0	5
6 Changes incident to business combinations, net	4356	0	6
7 LESS Cash dividends declared on preferred stock	4470	0	7
8 LESS Cash dividends declared on common stock	4480	0	8
9 Cumulative effect of changes in accounting principles from prior years * (see instructions for this schedule)	4411	0	9
10 Corrections of material accounting errors from prior years * (see instructions for this schedule)	4412	0	10
11.a Change in net unrealized holding gains (losses) on available-for-sale securities	8433	(83)	11.a
11.b Change in accumulated net gains (losses) on cash flow hedges	4674	0	11.b
12 Other transactions with parent holding company * (not included in items 5, 7, or 8 above)	4415	0	12
13 Total equity capital end of current period (sum of items 3 through 12) (must equal Schedule RC, item 28)	3210	16,899	13

* Describe on Schedule RI-E - Explanations.

Schedule RI-B - Charge-offs and Recoveries on Loans and Leases and Changes in Allowance for Credit Losses

Part I. Charge-offs and Recoveries on Loans and Leases (1)

Part I excludes charge-offs and recoveries through the allocated transfer risk reserve

1286 <

	Dollar Amounts in Thousands				
	— Calendar year-to-date —				
	(Column A)		(Column B)		
	RIAD	Charge-offs	RIAD	Recoveries	
1. Real estate loans	4256	0	4257	0	1.
2. Installment loans	4258	36	4259	3	2.
3. Credit cards and related plans	4262	0	4263	0	3.
4. Commercial (time and demand) and all other loans	4264	23	4265	2	4.
5. Lease financing receivables	4266	0	4267	0	5.
6. Total (sum of items 1 through 5)	4635	61	4605	6	6.

Memoranda

	Dollar Amounts in Thousands				
	RIAD		RIAD		
1. Loans to foreign governments and official institutions included in part I, items 1 through 4 above	4643	0	4627	0	M.1
2. To be completed by banks with loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans. Agricultural loans included in part I, items through 4, above	4268	0	4269	1	M.2
3. Not applicable					
4. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 2 through 4, above	5443	0	5444	0	M.4
5. Real estate loans (sum of memorandum items 5.a through 5.e must equal Schedule RI-B, part I, item 1, above)					
a. Construction and land development	5445	0	5446	0	M.5.a
b. Secured by farmland	5447	0	5448	0	M.5.b
c. Secured by 1-4 family residential properties					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5449	0	5450	0	M.5.c1
(2) All other loans secured by 1-4 family residential properties	5451	0	5452	0	M.5.c2
d. Secured by multifamily (5 or more) residential properties	5453	0	5454	0	M.5.d
e. Secured by nonfarm nonresidential properties	5455	0	5456	0	M.5.e

(1) See instructions for loan classifications used in this schedule.

Schedule RI-B - Continued

Part II. Changes in Allowance for Credit Losses

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Dollar Amounts in Thousands

	RIAD	
1 Balance originally reported in the December 31, 1998, Reports of Condition and Income	3124	711 1
2 Recoveries (must equal or exceed part I, item 6, column B above)	2419	5 2
3 LESS Charge-offs (must equal or exceed part I, item 6, column A above)	2432	61 3
4 Provision for credit losses (must equal Schedule RI, item 4.a)	4230	45 4
5 Adjustments * (see instructions for this schedule)	4815	0 5
6 Balance end of current period (sum of items 1 through 5) (must equal or exceed Schedule RC, item 4.b)	A812	799 6

* Describe on Schedule RI-E - Explanations.

Schedule RI-E - Explanations

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details)

1295 <

Dollar Amounts in Thousands

1 All other noninterest income (from Schedule RI, item 5.f (2))		RIAD	Year-to-Date	
Report amounts that exceed 10% of Schedule RI, item 5.f (2).				
a.	Net gains (losses) on other real estate owned	5415	0	1.a
b.	Net gains (losses) on sales of loans	5416	0	1.b
c.	Net gains (losses) on sales of premises and fixed assets	5417	0	1.c
Itemize and describe the three largest other amounts that exceed 10% of Schedule RI, item 5.f (2):				
TEXT				
d.	4461 Gain on Sale of Real Estate	4461	33	1.d
e.	4462 Miscellaneous Income	4462	17	1.e
f.	4463	4463	0	1.f
2. Other noninterest expense (from Schedule RI, item 7.c)				
a.	Amortization expense of intangible assets	4531	0	2.a
Report amounts that exceed 10% of Schedule RI, item 7.c				
b.	Net (gains) losses on other real estate owned	5418	0	2.b
c.	Net (gains) losses on sales of loans	5419	0	2.c
d.	Net (gains) losses on sales of premises and fixed assets	5420	0	2.d
Itemize and describe the three largest other amounts that exceed 10% of Schedule RI, item 7.c:				
TEXT				
e.	4464 Directors' Fees	4464	32	2.e
f.	4467 Audits and Examination	4467	24	2.f
g.	4468 Stationery and Printing	4468	23	2.g

Schedule RI-E - Continued

Dollar Amounts in Thousands

3. Extraordinary items and other adjustments and applicable income

tax effect (from Schedule RI, Item 11) (Itemize and describe all extraordinary items and other adjustments).

TEXT

Year-to-Date

	RIAD			
a. (1) 6373 Effect of adopting FAS 133, "Accounting for Derivative Instruments and Hedging Activities"	6373	0		3.a.1
(2) Applicable income tax effect	4488	0		3.a.2
b. (1) 4487	4487	0		3.b.1
(2) Applicable income tax effect	4488	0		3.b.2
c. (1) 4489	4489	0		3.c.1
(2) Applicable income tax effect	4481	0		3.c.2

4. Equity capital adjustments from amended Reports of Income (from Schedule RI-A, Item 2) (Itemize and describe all adjustments):

TEXT

RIAD

a. 4482	4482	N/A		4.a
b. 4483	4483	N/A		4.b

5. Cumulative effect of changes in accounting principles from prior years

(from Schedule RI-A, Item 9) (Itemize and describe all changes in accounting principles):

TEXT

RIAD

a. 4484	4484	N/A		5.a
b. 4485	4485	N/A		5.b

6. Corrections of material accounting errors from prior years (from Schedule RI-A, Item 10)

(Itemize and describe all corrections):

TEXT

RIAD

a. 4486	4486	N/A		6.a
b. 4487	4487	N/A		6.b

7. Other transactions with parent holding company (from Schedule RI-A, Item 12)

(Itemize and describe all such transactions):

TEXT

RIAD

a. 4488	4488	N/A		7.a
b. 4489	4489	N/A		7.b

8. Adjustments to allowance for credit losses (from Schedule RI-B, part II, Item 5)

(Itemize and describe all adjustments):

TEXT

RIAD

a. 4521	4521	N/A		8.a
b. 4522	4522	N/A		8.b

1298 1298 <

9. Other explanations (the space below is provided for bank to briefly describe, at its option, any other significant items affecting the Report of Income):

X = NO COMMENT - Y = COMMENT RIAD 4788 X

Other explanations (please type or print clearly):

TEXT 4788 (70 characters per line)

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for March 31, 1999

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

VOL 53 PG 741

Schedule RC - Balance Sheet

C200 <

Dollar Amounts in Thousands

ASSETS

1. Cash and balances due from depository institutions (from Schedule RC-A):				RCON		
a. Noninterest-bearing balances and currency and coin (1)		0081	2,341		1.a	
b. Interest-bearing balances (2)		0071	13,512		1.b	
2. Securities						
a. Held-to-maturity securities (from Schedule RC-B, column A)		1754	41,833		2.a	
b. Available-for-sale securities (from Schedule RC-B, column D)		1773	14,929		2.b	
3. Federal funds sold and securities purchased under agreements to resell		1360	2,450		3	
4. Loans and lease financing receivables.				RCON		
a. Loans and leases, net of unearned income (from Schedule RC-C)		2122	57,017		4.a	
b. LESS Allowance for loan and lease losses		3123	700		4.b	
c. LESS Allocated transfer risk reserve		3128	0		4.c	
d. Loans and leases, net of unearned income, allowance, and reserve (item 4.a minus 4.b and 4.c)			56,317	RCON	4.d	
5. Trading assets		3545	0		5.	
6. Premises and fixed assets (including capitalized leases)		2145	3,194		6.	
7. Other real estate owned (from Schedule RC-M)		2150	19		7.	
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)		2130	0		8.	
9. Customers' liability to this bank on acceptances outstanding		2155	0		9.	
10. Intangible assets (from Schedule RC-M)		2143	0		10.	
11. Other assets (from Schedule RC-F)		2180	1,849		11.	
12. Total assets (sum of items 1 through 11)		2170	138,244		12	

(1) Includes cash items in process of collection and unposted debits.
 (2) Includes time certificates of deposit not held for trading.

Schedule RC - Continued

Dollar Amounts in Thousands

LIABILITIES

	RCON		RCON	
13. Deposits:				
a. In domestic offices (sum of totals of column A and C from Schedule RC-E)		2200	118,224	13.a
(1) Noninterest-bearing (1)	8831	10,465		13.a.1
(2) Interest-bearing	8836	105,759		13.a.2
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs				
(1) Noninterest-bearing				
(2) Interest-bearing				
14. Federal funds purchased and securities sold under agreements to repurchase		2800	2,400	14
15. a. Demand notes issued to the U S Treasury		2840	0	15.a
b. Trading liabilities		3548	0	15.b
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)				
a. With a remaining maturity of one year or less	2332	0		16.a
b. With a remaining maturity of more than one year through three years	A547	0		16.b
c. With a remaining maturity of more than three years	A548	0		16.c
17. Not applicable				
18. Bank's liability on acceptances executed and outstanding		2820	0	18.
19. Subordinated notes and debentures(2)		3200	0	19.
20. Other liabilities (from Schedule RC-G)		2930	764	20.
21. Total liabilities (sum of items 13 through 20)		2948	119,388	21
22. Not applicable				
EQUITY CAPITAL				
23. Perpetual preferred stock and related surplus		3838	0	23.
24. Common stock		3230	500	24.
25. Surplus (exclude all surplus related to preferred stock)		3838	1,500	25.
26. a. Undivided profits and capital reserves		3632	14,910	26.a
b. Net unrealized holding gains (losses) on available-for-sale securities		8434	(54)	26.b
c. Accumulated net gains (losses) on cash flow hedges		4336	0	26.c
27. Cumulative foreign currency translation adjustments				
28. Total equity capital (sum of items 23 through 27)		3210	16,856	28
29. Total liabilities and equity capital (sum of items 21 and 28)		3300	138,244	29

Memorandum

To be reported only with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 1998.

Number
 8724 M. 1

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 4 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 5 = Review of the bank's financial statements by external auditors
- 6 = Compilation of the bank's financial statements by external auditors
- 7 = Other audit procedures (excluding tax preparation work)
- 8 = No external audit work

(1) Includes total demand deposits and noninterest-bearing time and savings deposits.
 (2) Includes limited-life preferred stock and related surplus.

GILMER NATIONAL BANK
PO BOX 460
GILMER, TX 75644

Call Date 03/31/1998
Vendor ID D
Transit # 11190861

State # 48-3175
Cert # 03219

FFIEC 033
RC-3

11

Schedule RC-A - Cash and Balances Due From Depository Institutions

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Exclude assets held for trading

C205 ←

		Dollar Amounts in Thousands	
1. Cash items in process of collection, unposted debits, and currency and coin.	RCON		
a. Cash items in process of collection and unposted debits	0020	99	1.a
b. Currency and coin	0080	986	1.b
2. Balance due from depository institutions in the U.S.:			
a. U.S. branches and agencies of foreign banks	0083	0	2.a
b. Other commercial banks in the U.S. and other depository institutions in the U.S.	0085	13,712	2.b
3. Balances due from banks in foreign countries and foreign central banks:			
a. Foreign branches of other U.S. banks	0073	0	3.a
b. Other banks in foreign countries and foreign central banks	0074	0	3.b
4. Balances due from Federal Reserve Banks	0080	1,056	4
5. Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)	0010	15,853	5

Memorandum

		Dollar Amounts in Thousands	
1. Noninterest-bearing balances due from commercial banks in the U.S. (included in items 2.a and 2.b above)	RCON		
	0080	200	M.1

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Schedule RC-B - Securities

Exclude assets held for trading.

C210 <

	Dollar Amounts in Thousands								
	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value(1)		
	RCON	RCON	RCON	RCON	RCON	RCON	RCON		
1. U.S. Treasury securities	0211	3,318	0213	3,332	1286	0	1287	0	1
2. U.S. Government agency obligations (exclude mortgage-backed securities).									
a. Issued by U.S. Government agencies (2)	1288	0	1290	0	1291	0	1293	0	2.a
b. Issued by U.S. Government-sponsored agencies (3)	1294	24,643	1295	24,568	1297	14,950	1298	14,869	2.b
3. Securities issued by states and political subdivisions in the U.S.									
a. General obligations	1676	7,583	1677	7,626	1678	0	1679	0	3.a
b. Revenue obligations	1681	2,090	1685	2,179	1690	0	1691	0	3.b
c. Industrial development and similar obligations	1694	0	1695	0	1698	0	1697	0	3.c
4. Mortgage-backed securities (MBS).									
a. Pass-through securities.									
(1) Guaranteed by GNMA	1699	3,535	1699	3,605	1701	0	1702	0	4.a.(1)
(2) Issued by FNMA and FHLMC	1703	664	1705	649	1708	0	1707	0	4.a.(2)
(3) Other pass-through securities	1706	0	1710	0	1711	0	1713	0	4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs and stripped MBS).									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714	0	1715	0	1716	0	1717	0	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718	0	1719	0	1731	0	1732	0	4.b.(2)
(3) All other mortgage-backed securities	1733	0	1734	0	1735	0	1736	0	4.b.(3)
5. Other debt securities.									
a. Other domestic debt securities	1737	0	1738	0	1739	0	1741	0	5.a
b. Foreign debt securities	1742	0	1743	0	1744	0	1748	0	5.b
6. Equity securities									
a. Investments in mutual funds and other equity securities with readily determinable fair values					A510	0	A511	0	6.a
b. All other equity securities(1)					1752	60	1753	60	6.b
7. Total (sum of items 1 through 6) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754	41,833	1771	42,169	1772	15,010	1773	14,929	7

(1) Includes equity securities without readily determinable fair values at historical cost in item 6.b, column D.
 (2) Includes Small Business Administration 'Guaranteed Loan Pool Certificates,' U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.
 (3) Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority

Schedule RC-B - Continued

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C212 <

Memoranda

Dollar Amounts in Thousands

	RCON		
1. Pledged securities(1)	0418	15,018	M.1
2. Maturity and repricing data for debt securities (1)(2) (excluding those in nonaccrual status).			
a. Securities issued by the U S Treasury, U S. Government agencies, and states and political subdivisions in the U S ; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or repricing frequency of: (3,4)			
(1) Three months or less	A549	1,055	M.2.a1
(2) Over three months through 12 months	A550	2,715	M.2.a2
(3) Over one year through three years	A551	8,101	M.2.a3
(4) Over three years through five years	A552	33,174	M.2.a4
(5) Over five years through 15 years	A553	7,458	M.2.a5
(6) Over 15 years	A554	0	M.2.a6
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or repricing frequency of: (3,5)			
(1) Three months or less	A555	0	M.2.b1
(2) Over three months through 12 months	A556	0	M.2.b2
(3) Over one year through three years	A557	349	M.2.b3
(4) Over three years through five years	A558	286	M.2.b4
(5) Over five years through 15 years	A559	2,563	M.2.b5
(6) Over 15 years	A560	1,001	M.2.b6
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS, exclude mortgage pass-through securities) with an expected average life of: (6)			
(1) Three years or less	A561	0	M.2.c1
(2) Over three years	A562	0	M.2.c2
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)			
	A248	3,770	M.2.d
3. - 6. Not applicable			
7. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778	0	M.7
8. Not applicable			
9. Structured notes (included in the held-to-maturity and available-for-sale accounts in accounts in Schedule RC-B, items 2,3, and 5):			
a. Amortized cost	8782	0	M.9.a
b. Fair value	8783	0	M.9.b

(1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
 (2) Exclude equity securities, e.g., investments in mutual funds, Federal Reserve stock, common stock, and preferred stock.
 (3) Report fixed rate debt securities by remaining maturity and floating rate debt securities by repricing frequency
 (4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 6, column C, must equal Schedule RC-B, sum of items 1, 2, 3 and 5, columns A and D, plus mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
 (5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 6, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
 (6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 6, column C, must equal Schedule RC-B, item 4.b, sum of columns A and D

Schedule RC-C - Loans and Lease Financing Receivables

Part I. Loans and Leases

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report total loans and leases, net of unearned income. Exclude assets held for trading and commercial paper.

C215 <

		Dollar Amounts in Thousands		
		RCON		
1. Loans secured by real estate:				
a.	Construction and land development	1415	272	1.a
b.	Secured by farmland (including farm residential and other improvements)	1420	501	1.b
c. Secured by 1-4 family residential properties:				
(1)	Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	1787	0	1.c.1
(2) All other loans secured by 1-4 family residential properties:				
(a)	Secured by first liens	5367	20,359	1.c.2a
(b)	Secured by junior liens	5368	0	1.c.2b
d.	Secured by multifamily (5 or more) residential properties	1480	303	1.d
e.	Secured by nonfarm nonresidential properties	1480	2,918	1.e
2. Loans to depository institutions				
a. To commercial banks in the U.S.				
(1)	To U.S. branches and agencies of foreign banks	1508	0	2.a.1
(2)	To other commercial banks in the U.S.	1507	0	2.a.2
b.	To other depository institutions in the U.S.	1517	0	2.b
c. To banks in foreign countries:				
(1)	To foreign branches of other U.S. banks	1513	0	2.c.1
(2)	To other banks in foreign countries	1518	0	2.c.2
3.	Loans to finance agricultural production and other loans to farmers	1590	7,985	3.
4. Commercial and industrial loans				
a.	To U.S. addressees (domicile)	1783	3,752	4.a
b.	To non-U.S. addressees (domicile)	1784	0	4.b
5.	Acceptances of other banks	1735	0	5.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)				
a.	Credit cards and related plans (includes check credit and other revolving credit plans)	2008	0	6.a
b.	Other (includes single payment, installment, and all student loans)	2011	22,028	6.b
7.	Loans to foreign government and official institutions (including foreign central banks)	2061	0	7.
8.	Obligations (other than securities and leases) of states and political subdivisions in the U.S.	2107	172	8.
9. Other Loans.				
a.	Loans for purchasing or carrying securities (secured and unsecured)	1549	0	9.a
b.	All other loans (exclude consumer loans)	1564	612	9.b
10.	Lease financing receivables (net of unearned income)	2185	0	10.
11.	LESS Any unearned income on loans reflected in items 1-9 above	2123	1,884	11
12.	Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (must equal Schedule RC, item 4.a)	2122	87,817	12.

Schedule RC-C - Continued

Part I. Continued

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Memoranda

Dollar Amounts in Thousands

1. Not applicable			
2. Loans (1) and leases restructured and in compliance with modified terms (Included in Schedule RC-C, part I, above and not reported as past due or nonaccrual in Schedule RC-N, Memorandum Item 1).			
a. Real estate loans	RCCN	1617	0 M.2.a
b. All other loans and lease financing receivables (exclude loans to individuals for household, family, and other personal expenditures)		8891	0 M.2.b
3. Maturity and repricing data for loans and leases (excluding those in nonaccrual status)			
a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2) (a)) with a remaining maturity or repricing frequency of (2, 3)			
(1) Three months or less	A564	903	M.3.a1
(2) Over three months through 12 months	A565	10,440	M.3.a2
(3) Over one year through three years	A566	7,060	M.3.a3
(4) Over three years through five years	A567	151	M.3.a4
(5) Over five years through 15 years	A568	971	M.3.a5
(6) Over 15 years	A569	33	M.3.a6
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1 c (2) (a)) with a remaining maturity or repricing frequency of (2, 4)			
(1) Three months or less	A570	6,639	M.3.b1
(2) Over three months through 12 months	A571	12,541	M.3.b2
(3) Over one year through three years	A572	10,563	M.3.b3
(4) Over three years through five years	A573	7,161	M.3.b4
(5) Over five years through 15 years	A574	1,557	M.3.b5
(6) Over 15 years	A575	0	M.3.b6
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10) with a REMAINING MATURITY of one year or less	A247	15,797	M.3.c
d. Loans secured by nonfarm nonresidential properties (reported in Schedule RC-C, part I, item 1 a) with a REMAINING MATURITY of over five years	A577	2,426	M.3.d
e. Commercial and industrial loans (reported in Schedule RC-C, part I, item 4) with a REMAINING MATURITY of over three years	A578	1,995	M.3.e
4. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9.b, page RC-6 (5)	2748	0	M.4
5. Loans and leases held for sale (included in Schedule RC-C, part I, above)	8389	0	M.5
6. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1 c.(2)(a), page RC-6)	8370	18,020	M.6

- (1) See instructions for loan classifications used in Memorandum Item 2.
- (2) Report fixed rate loans and leases by remaining maturity and floating rate loans by repricing frequency
- (3) Sum of Memorandum Items 3.a.(1) through 3.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, Memorandum Item 4.c.(2), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1 c.(2)(a).
- (4) Sum of Memorandum Items 3.b.(1) through 3.b.(6), plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 5, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, Memorandum Item 4.c.(2), column C, must equal total loans and leases from Schedule RC-C, Part I, sum of items 1 through 10, minus total closed-end loans secured by first liens on 1-4 family residential properties in domestic offices from Schedule RC-C, part I, item 1.c.(2)(a).
- (5) Exclude loans secured by real estate that are included in Schedule RC-C, part I, items 1.a through 1.e.

Schedule RC-E - Deposit Liabilities

C225 <

	Transaction Accounts		Nontransaction Accounts	
	(Column A) Total transaction accounts (including total demand deposits)	(Column B) Memo: Total demand deposits (included in column A)	(Column C) Total nontransaction accounts (including MMDAs)	
Dollar Amounts in Thousands				
Deposits of:	RCCN	RCCN	RCCN	
1. Individuals, partnerships and corporations	2201 23,628	2240 8,601	2348 82,354	1.
2. U.S. Government	2202 11	2280 11	2620 0	2.
3. States and political subdivisions in the U.S.	2203 2,241	2280 1,501	2630 7,648	3.
4. Commercial banks in the U.S.	2208 0	2310 0	2630 0	4.
5. Other depository institutions in the U.S.	2207 1	2312 1	2348 0	5.
6. Banks in foreign countries	2213 0	2320 0	2236 0	6.
7. Foreign governments and official institutions (including foreign central banks)	2218 0	2300 0	2377 0	7.
8. Certified and official checks	2330 341	2330 341		8.
9. Total (sum of items 1 through 8) (sum of columns A and C must equal Schedule RC, item 13.a)	2215 28,222	2210 10,455	2385 90,002	9.

Memoranda

Dollar Amounts in Thousands

1 Selected components of total deposits (i.e., sum of item 9, columns A and C).	RCCN		
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6836	6,315	M.1.a
b. Total brokered deposits	2365	0	M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above)			
(1) Issued in denominations of less than \$100,000	2343	0	M.1.c1
(2) Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less	2344	0	M.1.c2
d. Maturity data for brokered deposits			
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c (1) above)	A243	0	M.1.d1
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	A244	0	M.1.d2
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only)	5580	N/A	M.1.e
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 9, column C, above)			
a. Savings deposits	RCCN		
(1) Money market deposit accounts (MMDAs)	6810	3,948	M.2.a1
(2) Other savings deposits (excludes MMDAs)	0362	8,318	M.2.a2
b. Total time deposits of less than \$100,000	6848	48,593	M.2.b
c. Total time deposits of \$100,000 or more	2804	31,155	M.2.c
3. All NOW accounts (included in column A above)	2388	15,787	M.3
4. Not applicable			

Schedule RC-E - Continued

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Memoranda (continued)

Dollar Amounts in Thousands

5. Maturity and repricing data for time deposits of less than \$100,000

a. Time deposits of less than \$100,000 with a remaining maturity or repricing frequency of (1, 2)

	RCON		
(1) Three months or less	A579	17,212	M.5.a1
(2) Over three months through 12 months	A580	22,983	M.5.a2
(3) Over one year through three years	A581	6,027	M.5.a3
(4) Over three years	A582	361	M.5.a4

b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 5.a.(1) through 5.a.(4) above)

A241 38,567 M.5.b

6. Maturity and repricing data for time deposits of \$100,000 or more:

a. Time deposits of \$100,000 or more with a remaining maturity or repricing frequency of (1, 3)

(1) Three months or less	A584	8,963	M.6.a1
(2) Over three months through 12 months	A585	18,241	M.6.a2
(3) Over one year through three years	A586	3,851	M.6.a3
(4) Over three years	A587	100	M.6.a4

b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 6.a.(1) through 6.a.(4) above)

A242 27,026 M.6.b

- (1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by repricing frequency.
- (2) Sum of Memorandum items 5.a.(1) through 5.a.(4) must equal Schedule RC-E, Memorandum item 2.b above.
- (3) Sum of Memorandum items 6.a.(1) through 6.a.(4) must equal Schedule RC-E, Memorandum item 2.c above.

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Schedule RC-F - Other Assets

C230 <

		Dollar Amounts in Thousands		
		RCON		
1.	Income earned, not collected on loans	2164	801	1.
2.	Net deferred tax assets (1)	2148	27	2.
3.	Interest-only strips receivable (not in the form of a security)(2) on:			
a.	Mortgage loans	A518	0	3.a
b.	Other financial assets	A520	0	3.b
4.	Other (itemize and describe amounts that exceed 25% of this item)	2168	821	4.
TEXT		RCON		
a.	3549 Accrued U.S. Govt. Bond Interest	3549	652	4.a
b.	3550	3550	N/A	4.b
c.	3551	3551	N/A	4.c
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 11)	2180	1,849	5.

Memorandum

Dollar Amounts in Thousands

	RCON		
1. Deferred tax assets disallowed for regulatory capital purposes	5610	0	M 1

Schedule RC-G - Other Liabilities

C235 <

		Dollar Amounts in Thousands		
		RCON		
1 a.	Interest accrued and unpaid on deposits (3)	3645	517	1.a
b.	Other expenses accrued and unpaid (includes accrued income taxes payable)	3646	247	1.b
2.	Net deferred tax liabilities (1)	3048	0	2.
3.	Minority interest in consolidated subsidiaries	3000	0	3.
4.	Other (itemize and describe amounts that exceed 25% of this item)	2938	0	4.
TEXT		RCON		
a.	3552	3552	N/A	4.a
b.	3553	3553	N/A	4.b
c.	3554	3554	N/A	4.c
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)	2930	784	5.

(1) See discussion of deferred income taxes in Glossary entry on "Income taxes."
 (2) Report interest-only strips receivable in the form of a security as available-for sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.
 (3) For savings banks, include "dividends" accrued and unpaid on deposits.

Schedule RC-K - Quarterly Averages (1)

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C255 <

Dollar Amounts in Thousands

ASSETS		RCON	
1. Interest-bearing balances due from depository institutions		3381	13,328 1
2. U.S. Treasury securities and U.S. Government agency obligations (3) (including mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA)		3382	46,104 2
3. Securities issued by states and political subdivisions in the U.S. (3)		3383	9,644 3
4. a. Other debt securities (3) (including mortgage-backed securities not issued or guaranteed by FNMA, FHLMC, or GNMA)		3647	0 4.a
b. Equity securities (4) (includes investments in mutual funds and Federal Reserve stock)		3648	60 4.b
5. Federal funds sold and securities purchased under agreements to resell		3365	4,683 5.
6. Total loans (2)			
a. Real estate loans		3286	25,424 6.a
b. Installment loans		3287	14,056 6.b
c. Credit cards and related plans		3288	0 6.c
d. Commercial (time and demand) and all other loans		3289	19,127 6.d
7. Trading assets		3401	0 7.
8. Lease financing receivables (net of unearned income)		3484	0 8.
9. Total assets (5)		3368	137,094 9.
LIABILITIES		RCON	
10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)		3485	17,241 10.
11. Nontransaction accounts			
a. Money market deposit accounts (MMDAs)		3486	4,017 11.a
b. Other savings deposits		3487	8,235 11.b
c. Time deposits of \$100,000 or more		A514	29,287 11.c
d. Time deposits of less than \$100,000		A528	46,995 11.d
12. Federal funds purchased and securities sold under agreements to repurchase		3353	2,943 12
13. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		3355	0 13

Memorandum

Dollar Amounts in Thousands

1. To be completed by banks with loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, Item 3) exceeding five percent of total loans. Agricultural loans (2) included in items 6.a through 6.d above		RCON 3379	7,382 M.1
---	--	--------------	-----------

- (1) For all items, banks have the option of reporting either (1) an average of daily figures for the quarter, or (2) an average of weekly figures (i.e., the Wednesday of each week of the quarter).
- (2) See instructions for loan classifications used in this schedule
- (3) Quarterly averages for all debt securities should be based on amortized cost.
- (4) Quarterly averages for all equity securities should be based on historical cost.
- (5) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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Schedule RC-L - Off-Balance Sheet Items

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

C260 <

Dollar Amounts in Thousands

1. Unused commitments:			
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity loans	RCON	3814	0 1.a
b. Credit card lines		3815	0 1.b
c. Commercial real estate, construction, and land development:			
(1) Commitments to fund loans secured by real estate		3816	1 1.c.1
(2) Commitments to fund loans not secured by real estate		6650	0 1.c.2
d. Securities underwriting		3817	0 1.d
e. Other unused commitments		3818	568 1.e
2. Financial standby letters of credit			
	RCON	3819	115 2.
a. Amount of financial standby letters of credit conveyed to others		3820	0 2.a
3. Performance standby letters of credit			
a. Amount of performance standby letters of credit conveyed to others		3821	5 3.a
4. Commercial and similar letters of credit			
		3411	0 4.
5. Participations in acceptances (as described in the instructions) conveyed to others by the reporting bank			
		3428	0 5.
6. Participations in acceptances (as described in the instructions) acquired by the reporting (nonaccepting) bank			
		3429	0 6.
7. Securities borrowed			
		3432	0 7.
8. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)			
		3433	0 8
9. Financial assets transferred with recourse that have been treated as sold for Call Report purposes			
a. First lien 1-4 family residential mortgage loans:			
(1) Outstanding principal balance of mortgages transferred as of the report date	RCON	A621	0 9.a.1
(2) Amount of recourse exposure on these mortgages as of the report date		A622	0 9.a.2
b. Other financial assets (excluding small business obligations reported in item 9 c)			
(1) Outstanding principal balance of assets transferred as of the report date		A623	0 9.b.1
(2) Amount of recourse exposure on these assets as of the report date		A624	0 9.b.2
c. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994.			
(1) Outstanding principal balance of small business obligations transferred as of the report date		A248	0 9.c.1
(2) Amount of retained recourse on these obligations as of the report date		A250	0 9.c.2
10. Notional amount of credit derivatives			
a. Credit derivatives on which the reporting bank is the guarantor		A634	0 10.a
b. Credit derivatives on which the reporting bank is the beneficiary		A535	0 10.b
11. Spot foreign exchange contracts			
		8785	0 11
12. All other off-balance sheet liabilities (exclude off-balance sheet derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")			
		3430	0 12.
TEXT			
a. 3555	RCON	3555	N/A 12.a
b. 3556		3556	N/A 12.b
c. 3557		3557	N/A 12.c
d. 3558		3558	N/A 12.d

Schedule RC-L Continued

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Dollar Amounts in Thousands

13. All other off-balance sheet assets (exclude off-balance sheet derivatives)(Itemize and describe each component of this item over 25% Schedule RC, Item 28, "Total equity capital")

	RC28	RC29	13.
a. 5582	5582	N/A	13.a
b. 5583	5583	N/A	13.b
c. 5584	5584	N/A	13.c

GILMER NATIONAL BANK
PO BOX 488
GILMER, TX 78844

Call Date: 03/31/2009
Vendor ID: D
Transit #: 11100001

State #: 48-3178
Cert #: 03219

FFIEC 033
RC-14

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Schedule RC-L Continued

Memoranda
1.-2. Not applicable

Dollar Amounts

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Schedule RC-M - Continued

Dollar Amounts in Thousands

8. a. Other real estate owned		RC0N	
(1) Direct and indirect investments in real estate ventures	5372	0	8 a.1
(2) All other real estate owned:			
(a) Construction and land development	5508	0	8 a.2a
(b) Farmland	5509	0	8 a.2b
(c) 1-4 family residential properties	5510	19	8 a.2c
(d) Multifamily (5 or more) residential properties	5511	0	8 a.2d
(e) Nonfarm nonresidential properties	5512	0	8 a.2e
(3) Total (sum of items 8 a.(1) and 8 a.(2)) (must equal Schedule RC, item 7)	2150	19	8 a.3
b. Investments in unconsolidated subsidiaries and associated companies.			
(1) Direct and indirect investments in real estate ventures	5374	0	8 b.1
(2) All other investments in unconsolidated subsidiaries and associated companies	5375	0	8 b.2
(3) Total (sum of items 8.b.(1) and 8 b (2)) (must equal Schedule RC, item 8)	2130	0	8 b.3
9. Noncumulative perpetual preferred stock and related surplus included in Schedule RC, item 23, "Perpetual preferred stock and related surplus"	3778	0	9
10. Mutual fund and annuity sales during the quarter (including proprietary, private label, and third party products)			
a. Money market funds	6441	0	10.a
b. Equity securities funds	6427	0	10.b
c. Debt securities funds	6428	0	10.c
d. Other mutual funds	6429	0	10.d
e. Annuities	6430	0	10.e
f. Sales of proprietary mutual funds and annuities (included in items 10 a through 10.e above)	6784	0	10.f
11. Net unamortized realized deferred gains (losses) on off-balance sheet derivative contracts included in assets and liabilities reported in Schedule RC	A525	0	11
12. Amount of assets netted against nondeposit liabilities on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles(1)	A526	0	12
13. Outstanding principal balance of loans other than 1-4 family residential mortgage loans that are serviced for others (to be completed if this balance is more than \$10 million and exceeds ten percent of total assets)	A591	0	13

Memorandum

Dollar Amounts in Thousands

1 Reciprocal holdings of banking organizations' capital instruments (to be completed for the December report only)	RC0N	
	3636	N/A M.1

(1) Exclude netted on-balance sheet amounts associated with off-balance sheet derivative contracts, deferred tax assets netted against deferred tax liabilities, and assets netted in accounting for pensions.

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Schedule RC-N - Past Due and Nonaccrual Loans (1), Leases, and Other Assets

The FFIEC regards the information reported in all of Memorandum item 1, in items 1 through 7, column A, and in Memorandum items 2 through 4, column A, as confidential.

C270 <

Dollar Amounts in Thousands

	---(Column A)--- Past due 30 through 89 days and still accruing		---(Column B)--- Past due 90 days or more and still accruing		---(Column C)--- Nonaccrual		
	RCON		RCON		RCON		
1. Real estate loans	1210	1,013	1211	252	1212	857	1.
2. Installment loans	1214	968	1215	280	1216	0	2.
3. Credit cards and related plans	1218	0	1219	0	1220	0	3.
4. Commercial (time and demand) and all other loans	1222	419	1223	29	1224	25	4.
5. Lease financing receivables	1226	0	1227	0	1228	0	5.
6. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	0	6.

Amounts reported in items 1 through 5 above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 7 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 5

7. Loans and leases reported in items 1 through 5 above which are wholly or partially guaranteed by the U.S. Government	RCON		RCON		RCON		7.
	5812	0	5813	0	5814	0	
a. Guaranteed portion of loans and leases included in item 7 above	5815	0	5816	0	5817	0	7.a

C273 <

Memoranda

Dollar Amounts in Thousands

1. Restructured loans and leases included in Schedule RC-N, items 1 through 5, above (and not reported in Schedule RC-C, Part I, Memorandum item 2)	RCON		RCON		RCON		M.1
	1658	0	1659	0	1661	0	
2. To be completed by banks with loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans: Agricultural loans included in Schedule RC-N, items 1 through 4, above	1230	380	1231	29	1232	0	M.2
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 2 through 4, above	5421	0	5422	0	5423	0	M.3
4. Real estate loans (sum of Memorandum items 4 a through 4 e must equal Schedule RC-N, item 1, above).							
a. Construction and land development	5424	0	5425	0	5426	0	M.4a
b. Secured by farmland	5427	20	5428	0	5429	7	M.4b
c. Secured by 1-4 family residential properties.							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5430	0	5431	0	5432	0	M.4c(1)
(2) All other loans secured by 1-4 family residential properties	5433	938	5434	232	5435	801	M.4c(2)
d. Secured by multifamily (5 or more) residential properties	5436	0	5437	0	5438	0	M.4d
e. Secured by nonfarm nonresidential properties	5439	55	5440	20	5441	49	M.4e

(1) See instructions for loan classifications used in this schedule.

Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments

C276 <

		Dollar Amounts in Thousands	
1 Unposted debits (see instructions):		RCON	
a. Actual amount of all unposted debits		0030	0
OR			
b. Separate amount of unposted debits:			
(1) Actual amount of unposted debits to demand deposits		0031	N/A
(2) Actual amount of unposted debits to time and savings deposits (1)		0032	N/A
2 Unposted credits (see instructions):			
a. Actual amount of all unposted credits		3510	0
OR			
b. Separate amount of unposted credits:			
(1) Actual amount of unposted credits to demand deposits		3512	N/A
(2) Actual amount of unposted credits to time and savings deposits (1)		3514	N/A
3 Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits)		3520	0
4 Deposits of consolidated subsidiaries (not included in total deposits)			
a. Demand deposits of consolidated subsidiaries		2211	0
b. Time and savings deposits (1) of consolidated subsidiaries		2361	0
c. Interest accrued and unpaid on deposits of consolidated subsidiaries		6514	0
5. Not applicable			
6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:			
a. Amount reflected in demand deposits (included in Schedule RC-E, Item 4 or 5, column B)		RCON	
		2314	0
b. Amount reflected in time and savings deposits (1) (included in Schedule RC-E, Item 4 or 5, column A or C, but not column B)		2315	0
7 Unamortized premiums and discounts on time and savings deposits (1),(2)			
a. Unamortized premiums		6516	0
b. Unamortized discounts		6617	0
8. To be completed by banks with "Oscar deposits":			
a. Deposits purchased or acquired from other FDIC-insured institutions during the quarter:			
(1) Total deposits purchased or acquired from other FDIC-insured institutions during the quarter		A531	N/A
(2) Amount of purchased or acquired deposits reported in Item 8 a.(1) above attributable to a secondary fund (i.e., BIF members report deposits attributable to SAIF, SAIF members report deposits attributable to BIF)		A532	N/A
b. Total deposits sold or transferred to other FDIC-insured institutions during the quarter		A633	N/A

(1) For FDIC insurance and FICO assessment purposes, 'time and savings deposits' consists of nontransaction accounts and all transaction accounts other than demand deposits.
 (2) Exclude core deposit intangibles.

Person to whom questions about the Reports of Condition and Income should be directed: C277 <
 (All Contact Information below must be modified from the Bank Information screen.)

Name	Title	Telephone:
8901 ROY A HARRIS	8901 CASHIER/VICE-PRESIDENT	Area Code/Phone Number/Extension
		8902 (903) 843-5653

Fax: Area Code/Phone Number
 8118 (903) 843-2938

Schedule RC-O - Continued

Dollar Amounts In Thousands

9. Deposits in lifetime accounts	RCON	6598	9
10. Benefit-responsive 'Depository Institution Investment Contracts' (Included in total deposits)	RCON	8432	0 10.
11. Adjustments to demand deposits reported in Schedule RC-E for certain reciprocal demand balances:			
a. Amount by which demand deposits would be reduced if the reporting bank's reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions that were reported on a gross basis in Schedule RC-E had been reported on a net basis			
	RCON	6785	0 11.a
b. Amount by which demand deposits would be increased if the reporting bank's reciprocal demand balances with foreign banks and foreign offices of other U.S. banks (other than insured branches in Puerto Rico and U.S. territories and possessions) that were reported on a net basis in Schedule RC-E had been reported on a gross basis			
	RCON	A181	0 11.b
c. Amount by which demand deposits would be reduced if cash items in process of collection were included in the calculation of the reporting bank's net reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions in Schedule RC-E			
	RCON	A182	0 11.c
12. Amount of assets netted against deposit liabilities on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles (exclude amounts related to reciprocal demand balances):			
a. Amount of assets netted against demand deposits			
	RCON	A527	0 12.a
b. Amount of assets netted against time and savings deposits			
	RCON	A528	0 12.b

Memoranda (To be completed each quarter except as noted)

Dollar Amounts In Thousands

1 Total deposits of the bank			
(sum of Memorandum items 1 a.(1) and 1 b (1) must equal Schedule RC, item 13.a):			
a. Deposit accounts of \$100,000 or less.			
(1) Amount of deposit accounts of \$100,000 or less	RCON	2702	76,618 M.1.a1
(2) Number of deposit accounts of \$100,000 or less (to be completed for the June report only)	RCON Number	3778	N/A M.1.a2
b. Deposit accounts of more than \$100,000:			
(1) Amount of deposit accounts of more than \$100,000	RCON	2710	39,408 M.1.b1
(2) Number of deposit accounts of more than \$100,000	RCON	2722	254 M.1.b2
2. Estimated amount of uninsured deposits of the bank:			
a. An estimate of your bank's uninsured deposits can be determined by multiplying the number of deposit accounts of more than \$100,000 reported in Memorandum item 1.b.(2) above by \$100,000 and subtracting the result from the amount of deposit accounts of more than \$100,000 reported in Memorandum item 1.b.(1) above			
Indicate in the appropriate box at right whether your bank has a method or procedure for determining a better estimate of uninsured deposits than the estimate described above			
	YES/NO	6861	NO M.2.a
b. If the box marked YES has been checked, report the estimate of uninsured deposits determined by using your bank's method or procedure			
	YES/NO	6867	N/A M.2.b
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report or Thrift Financial Report?			
If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			
Text	RCON FDIC Cert No.	A546	N/A M.3
A546			

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Schedule RC-R - Regulatory Capital

This schedule must be completed by all banks as follows: Banks that reported total assets of \$1 billion or more in Schedule RC, item 12, for June 30, 1998, must complete items 2 through 9 and Memoranda items 1 and 2. BANKS WITH ASSETS OF LESS THAN \$1 BILLION MUST COMPLETE ITEMS 1 THROUGH 3 BELOW OR SCHEDULE RCR IN ITS ENTIRETY, DEPENDING ON THEIR RESPONSE TO ITEM 1 BELOW.

1. Test for determining the extent to which Schedule RC-R must be completed.

To be completed only by banks with total assets of less than \$1 billion.

Indicate in the appropriate box at the right whether the bank has total capital greater than or equal to eight percent of adjusted total assets

C280 <-
 YES/NO
 6086 YES 1.

For purposes of this test, adjusted total assets equals total assets less cash, U.S. Treasuries, U.S. Government agency obligations, and 80 percent of U.S. Government-sponsored agency obligations plus the allowance for loan and lease losses and selected off-balance sheet items as reported on Schedule RC-L (see instructions).

If the box marked YES has been checked, then the bank only has to complete items 2 and 3 below. If the box marked NO has been checked, the bank must complete the remainder of this schedule.

A NO response to item 1 does not necessarily mean that the bank's actual risk-based capital ratio is less than eight percent or that the bank is not in compliance with the risk-based capital guidelines.

NOTE: All Banks are required to complete items 2 and 3 below.
 See optional worksheet for items 3.a through 3.f.

2. Portion of qualifying limited-life capital instruments (original weighted average maturity of at least five years) that is includible in Tier 2 capital

a. Subordinated debt (1) and intermediate term preferred stock	RCON	A515	0	2.a
b. Other limited-life capital instruments		A516	0	2.b

3. Amounts used in calculating regulatory capital ratios (report amounts determined by the bank for its own internal regulatory capital analyses consistent with applicable capital standards):

a. (1) Tier 1 capital	8274	16,910	3.a.(1)
(2) Tier 2 capital	8275	700	3.a.(2)
(3) Not applicable			
b. Total risk-based capital	3792	17,610	3.b
c. Excess allowance for loan and lease losses (amount that exceeds 1.25% of gross risk-weighted assets)	A222	0	3.c
d. (1) Net risk-weighted assets (gross risk-weighted assets less excess allowance reported in item 3.c above and all other deductions)	A223	68,113	3.d.1
(2) Not applicable			
e. Maximum contractual dollar amount of recourse exposure in low level recourse transactions (to be completed only if the bank uses the "direct reduction method" to report these transactions in Schedule RC-R)	1727	0	3.e
f. "Average total assets" (quarterly average reported in Schedule RC-K, item 9, less all assets deducted from Tier 1 capital)(2)	A224	137,094	3.f

Items 4-9 and Memoranda items 1 and 2 are to be completed by banks that answered NO to item 1 above and by banks with total assets of \$1 billion or more.

-(Column A)- Assets Recorded on the Balance Sheet
 -(Column B)- Credit Equivalent Amount of Off-Balance Sheet Items (3)

Dollar Amounts in Thousands

4. Assets and credit equivalent amount of off-balance sheet items assigned to the Zero percent risk category:

a. Assets recorded on the balance sheet	RCON	5163	N/A	RCON	4.a
b. Credit equivalent amount of off-balance sheet items		3796	N/A		4.b

- (1) Exclude mandatory convertible debt reported in Schedule RC-M, item 7.
- (2) Do not deduct excess allowance for loan and lease losses.
- (3) Do not report in column B the risk-weighted amount of assets reported in column A.

Schedule RC-R - Continued

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Dollar Amounts in Thousands		-(Column A)- Assets Recorded on the Balance Sheet	-(Column B)- Credit Equi- valent Amount of Off-Balance Sheet Items (1)
5. Assets and credit equivalent amounts of off-balance sheet items assigned to the 20 percent risk category			
a. Assets recorded on the balance sheet	RCON 8188	N/A	RCON 5.a
b. Credit equivalent amount of off-balance sheet items			3801 N/A 5.b
6. Assets and credit equivalent amounts of off-balance sheet items assigned to the 50 percent risk category			
a. Assets recorded on the balance sheet	3802	N/A	6.a
b. Credit equivalent amount of off-balance sheet items			3803 N/A 6.b
7. Assets and credit equivalent amounts of off-balance sheet items assigned to the 100 percent risk category			
a. Assets recorded on the balance sheet	3804	N/A	7.a
b. Credit equivalent amount of off-balance sheet items			3805 N/A 7.b
8. On-balance sheet asset values excluded from and deducted in the calculation of the risk-based capital ratio(2)			
	3806	N/A	8.
9. Total assets recorded on the balance sheet (sum of items 4.a, 5.a, 6.a, 7.a, and 8, column A) (must equal Schedule RC, item 12 plus items 4.b and 4.c)			
	3807	N/A	9.

Memoranda

Dollar Amounts in Thousands	
1. Current credit exposure across all off-balance sheet derivative contracts covered by the risk-based capital standards	8764 N/A M.1

	With a remaining maturity of			
	-(Column A)- One Year or less	-(Column B)- Over one year thru five years	-(Column C)- Over five years	
2. Notional principal amounts of off-balance sheet derivative contracts.(3)				
a. Interest rate contracts	RCON 8766	N/A 8768	N/A 8767	N/A M.2.a
b. Foreign exchange contracts	3812	N/A 8769	N/A 8770	N/A M.2.b
c. Gold contracts	8771	N/A 8772	N/A 8773	N/A M.2.c
d. Other precious metals contracts	8774	N/A 8775	N/A 8776	N/A M.2.d
e. Other commodity contracts	8777	N/A 8778	N/A 8779	N/A M.2.e
f. Equity derivatives contracts	A000	N/A A001	N/A A002	N/A M.2.f

(1) Do not report in column B the risk-weighted amount of assets reported in column A.
 (2) Include the difference between the fair value and the amortized cost of its available-for-sale securities in item 8 and report the amortized cost of these securities in items 4 through 7 above. Item 8 also includes on-balance sheet asset values (or portions thereof) of off-balance sheet interest rate, foreign exchange rate, and commodity contracts and those contracts (e.g. future contracts) not subject to risk-based capital. Exclude from item 8 margin accounts and accrued receivables not included in the calculation of credit equivalent amounts of off-balance sheet derivatives as well as any portion of the allowance for loan and lease losses in excess of the amount that may be included in Tier 2 capital.
 (3) Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.

**Optional Narrative Statement Concerning the Amounts
Reported in the Reports of Condition and Income**
at close of business on March 31, 1999

FFIEC 033
RC-21

29

GILMER NATIONAL BANK
Legal Title of Bank

GILMER
City

TX
State

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The management of the reporting bank may, if it wishes, submit a brief narrative statement on the amounts reported in the Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Reports of Condition and Income, in response to any request for individual bank report data. However the information reported in column A and in all of Memorandum Item 1 of Schedule RC-N is regarded as confidential and will not be released to the public.

BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IN SCHEDULE RC-N, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS

All information furnished by the bank in the narrative statement must be accurate and not misleading. Appropriate efforts shall be taken by the submitting bank to ensure the statement's accuracy.

If, subsequent to the original submission, material changes are submitted for the data reported in the Reports of Condition and Income, the existing narrative statement will be deleted from the files, and from disclosure, the bank at its option, may replace it with a statement appropriate to the amended area.

The optional narrative statement will appear in agency records and in release to the public exactly as submitted (or amended as described in the preceding paragraph) by the management of the bank. (Except for the truncation of statements exceeding the 750-character limit described above.)

THE STATEMENT WILL NOT BE EDITED OR SCREENED IN ANY WAY BY THE SUPERVISORY AGENCIES FOR ACCURACY OR RELEVANCE. DISCLOSURE OF THE STATEMENT SHALL NOT SIGNIFY THAT ANY FEDERAL SUPERVISORY AGENCY HAS VERIFIED OR CONFIRMED THE ACCURACY OF THE INFORMATION CONTAINED THEREIN. A STATEMENT TO THIS EFFECT WILL APPEAR ON ANY PUBLIC RELEASE OF THE OPTIONAL STATEMENT SUBMITTED BY THE MANAGEMENT OF THE REPORTING BANK.

C271 C272 <

X = NO COMMENT Y = COMMENT

RCON
8878

BANK MANAGEMENT STATEMENT (please type or print clearly)
TEXT 6980 (70 characters per line)

Signature of Executive Officer of Bank

Date of Signature

VOL 53 PG 7102

GILMER NATIONAL BANK
PO BOX 460
GILMER, TX 75644

OMB No. For FDIC: 1557-0061
OMB No. For FDIC: 3084-0052
OMB No. For Federal Reserve: 7100-0036
Expiration Date: 3/31/2001

SPECIAL REPORT

C700 <

Dollar Amounts in Thousands

Close of Business Date: 03/31/1999
FDIC Cert. #: 03219

LOANS TO EXECUTIVE OFFICERS (Complete as of each Call Report Date)

The following information is required by Public Laws 90-44 and 102-242, but does not constitute a part of the Report of Condition. With each Report of Condition, these Laws require all banks to furnish a report of all loans or other extensions of credit to their executive officers made since the date of the previous Report of Condition. Data regarding individual loans or other extensions of credit are not required. If no such loans or other extensions of credit were made during the period, insert "none" against subitem (a) (Exclude the first \$15,000 of indebtedness of each executive officer under bank credit card plan.) See Section 215.2 and 215.3 of Title 12 of the Code of Federal Regulations (Federal Reserve Board Regulation O) for the definitions of "executive officer" and "extension of credit," respectively. Exclude loans and other extensions of credit to directors and principal shareholders who are not executive officers.

a. Number of loans made to executive officers since the previous Call Report date RCON 3581 10 a.
b. Total dollar amount of above loans (in thousands of dollars) 3582 95 b.
c. Range of interest charged on above loans RCON From To
(example: 9-3/4% = 9 75) 7701 6.70% 7702 7.75% c.

SIGNATURE AND TITLE OF OFFICER AUTHORIZED TO SIGN REPORT

DATE (Month, Day, Year)

GILMER NATIONAL BANK
 BALANCE SHEET
 FOR THE MONTH AND PERIOD
 MAY 7, 1999
 A S S E T S

FILED
 REX A. SHAW
 COUNTY CLERK

99 MAY 24 PM 12:19

VOL 53 PG 763

UPSHUR COUNTY, TX.
 BY _____ DEPUTY

	CURR. BALANCE	LAST YEAR	Y-T-D AVE.	Q-T-D AVE.	TODAYS CHANGE
CASH & CASH ITEMS					
10100 CASH	917,172.81	776,303.34	995,932.67	995,148.03	53,084.46-
10600 CASH ITEMS IN TRANSIT	49,136.87	11,150.00	34,815.01	24,893.98	26,638.17
10800 OTHER ITEMS IN TRANSIT	68,787.87	11,132.84	38,604.31	66,743.32	
TOTAL CASH & CASH ITEMS	1,035,097.55	798,586.18	1,069,352.01	1,086,785.33	26,446.29-
DUE FROM DEPOSITORY INSTITUTES					
11100 FEDERAL RESERVE	1,207,832.55	1,050,046.18	1,211,578.50	1,186,290.99	194,847.15
11200 NATION'S BANK DALLAS	54,287.08	37,068.56	49,435.89	54,287.08	
11300 BANKONE	100,814.99	120,119.44	192,302.96	162,059.09	29,150.14
11500 TEXAS INDEPENDENT BANK/DALLAS	10,000.00	10,000.00	10,000.00	10,000.00	
TOTAL CASH/NON-INTEREST BEARING	2,408,032.17	2,015,820.36	2,532,669.36	2,499,422.45	197,551.00
12400 CD'S WITH S&L'S	13,317,587.53	13,527,587.53	13,392,170.17	13,549,155.11	
TOTAL CASH & DUE DEPOSITORY	15,725,619.70	15,543,407.89	15,924,839.55	16,048,577.57	197,551.00
SECURITIES					
13050 TRADING SECURITIES					
13100 AGENCIES HTM	27,751,017.51	28,304,237.74	28,713,767.55	28,715,977.84	500,000.00-
13200 AGENCIES AFS	15,950,000.00	10,150,000.00	13,943,700.82	15,333,783.79	
13300 GOVERNMENTS HTM	3,316,234.85	5,036,667.59	3,320,264.99	3,317,568.11	
13400 GOVERNMENTS AFS		2,300,995.63	251,978.15		
13700 MUNICIPAL BONDS HTM	9,987,038.83	9,939,101.72	9,673,058.11	9,741,151.77	
13800 UNREALIZED GAIN/LOSS AVS SEC.	47,159.40-	21,997.73-	18,625.13-	72,832.82-	
14300 FEDERAL RESERVE BANK STOCK	60,000.00	60,000.00	60,000.00	60,000.00	
TOTAL SECURITIES	57,017,131.79	55,769,004.95	55,944,144.44	57,095,648.68	500,000.00-
MONEY MARKET INSTRUMENTS					
15200 BANK*1*ONE FED FUNDS	2,500,000.00	300,000.00	4,065,748.05	2,564,864.87	900,000.00
15500 FED FUNDS * NATION'S BANK *DAL					
TOTAL MONEY MARKET INSTRUMENTS	2,500,000.00	300,000.00	4,065,748.05	2,564,864.87	900,000.00
LOANS					
16100 LOAN CLEARING	96.33-		4,276.78-	1,626.42	43.90-
16200 INSTALLMENT LOANS-78	14,368,925.19	13,111,107.99	14,086,445.40	14,143,706.05	13,595.74
16300 COMMERCIAL LOANS	11,865,702.92	12,390,811.04	11,794,149.84	11,939,000.84	54,054.13-
16500 MORTGAGE LOANS	25,483,830.26	24,794,176.37	25,404,847.99	25,358,652.23	34,244.33
16600 AGRICULTURAL LOANS	7,773,581.37	7,273,882.31	7,463,110.51	7,635,134.73	4,804.70
TOTAL LOANS	59,491,943.41	57,569,977.71	58,744,276.93	59,078,120.26	1,453.26-
16800 OVERDRAFTS	45,456.80	43,526.06	60,114.03	64,339.22	6,282.51-
16801 I/L UNEARNED DISCOUNT	1,926,592.25-	1,745,101.37-	1,891,897.27-	1,897,337.66-	2,550.08

GILMER NATIONAL BANK
B A L A N C E S H E E T
FOR THE MONTH AND PERIOD
MAY 7, 1999
A S S E T S

	CURR. BALANCE	LAST YEAR	Y-T-D AVE.	Q-T-D AVE.	TODAYS CHANGE
LOANS, NET OF UNEARNED INCOME	57,610,807.96	55,868,402.40	56,912,493.72	57,245,121.80	5,185.69-
16900 LOAN LOSS RESERVE	715,282.55-	708,457.93-	715,233.78-	702,448.74-	365.00-
LOANS, NET OF U.I. & RESERVES	56,895,525.41	55,159,944.47	56,197,259.94	56,542,673.05	5,550.69-
PREMISES AND FIXED ASSETS					
17150 BANKING HOUSE	2,146,639.49	2,205,595.49	2,146,639.49	2,146,639.49	
17200 LAND	252,000.00	252,000.00	252,000.00	252,000.00	
17550 FURNITURE & FIXTURES	807,394.40	854,764.36	786,345.22	805,541.08	
TOTAL PREMISES & FIXED ASSETS	3,206,033.89	3,312,359.85	3,184,984.71	3,204,180.57	
OTHER REAL ESTATE OWNED					
17600 OTHER REAL ESTATE	18,840.95	78,498.05	38,415.46	18,840.95	
17601 OREO DISPOSAL COST RESERVE					
TOTAL OTHER REAL ESTATE OWNED	18,840.95	78,498.05	38,415.46	18,840.95	
OTHER ASSETS					
17700 REPOSSESSED ASSETS		49,684.49	28,102.95	22,105.23	
18400 PRE-PAID TICKET SALES					
18500 SUSPENSE	437.35	3,326.54	2,074.20	2,107.13	
19000 AIM SUSPENSE ACCOUNT	5,660.00	3,950.00	1,902.44	604.86	4,340.00
19500 ACCRUED MUNICIPAL BOND	141,871.33	171,922.86	122,594.88	102,316.21	15,033.04
19600 ACCRUED U. S. GOVT. BOND	637,153.27	600,474.83	689,031.55	598,009.70	54,741.91
19650 ACCRUED S&L C/D INTEREST	46,311.53	64,740.86	55,572.84	51,260.63	
SUB-TOTAL	831,433.48	894,099.58	899,278.85	776,403.75	74,114.95
19700 ACCRUED INTEREST RECEIVABLE ICNE	790,839.29	742,593.51	810,699.82	794,197.22	17,307.69
LOAN INCOME EARNED/NOT-COLLECTED	790,839.29	742,593.51	810,699.82	794,197.22	17,307.69
19760 DEFERRED TAX RECEIVABLE	27,009.00	5,817.00	22,336.73	27,009.00	
TOTAL OTHER ASSETS	1,649,281.77	1,642,510.09	1,732,315.40	1,597,609.94	91,422.64
GRAND TOTAL ASSETS	137,012,433.51	131,805,725.30	137,087,707.59	137,072,395.59	683,422.95

VOL. 53 PG 76A

GILMER NATIONAL BANK
BALANCE SHEET
FOR THE MONTH AND PERIOD
MAY 7, 1999
LIABILITIES

	CURR. BALANCE	LAST YEAR	Y-T-D AVE.	Q-T-D AVE.	TODAYS CHANGE
DEMAND DEPOSITS					
20100 INDIVIDUAL DEPOSIT ACCOUNTS	10,804,141.20	10,394,220.46	10,613,288.68	10,817,717.88	82,960.70
20200 N O.W. DEPOSITS	5,928,914.59	5,783,344.95	5,451,813.30	5,375,819.13	200,212.89
20300 MONEY MARKET DDA ACCOUNT	3,934,913.94	4,114,671.41	3,984,487.63	3,905,271.22	197.60
20400 SUPER NOW DDA ACCOUNT	11,288,074.64	11,395,314.87	11,518,221.41	10,935,973.14	12,798.62-
20410 DDA NONPOST DEBITS	18,797.45-	61,928.23-	67,771.75-	92,576.86-	29,068.93
20420 DDA NONPOST CREDITS		10,500.00	379.63	169.61	
20450 ESCROW DEPOSIT ACCOUNT	101,125.19	124,583.87	57,386.85	78,691.31	1,555.45
20460 ORIGINATION FEE HOLDING	8,076.31	11,734.07	9,053.69	8,672.06	18.09-
TOTAL CHECKING ACCOUNTS	32,046,448.42	31,772,441.40	31,566,859.37	31,029,737.52	301,178.86
U. S. DEPOSIT SERIES E SALES					
20500 U. S. DEPOSIT SERIES E SALES		100.00	146.36	97.63	425.00-
20600 U. S. TREASURY TAX & LOAN	4,329.46	3,376.59	5,659.25	5,069.49	4,329.46
21700 DIVIDEND CHECKS OUTSTANDING	1,060.35	1,225.95	3,661.60	1,060.35	
21800 MONEY ORDERS OUTSTANDING		186.94			
22000 CASHIER CHECKS OUTSTANDING	134,711.34	630,205.51	363,568.13	311,527.48	58,693.27
22200 C/D INTEREST CHECKS	25,191.62	30,228.56	18,228.08	16,156.90	7,864.82
22300 EXPENSE CHECKS OUTSTANDING	6,644.92	13,471.58	9,894.88	8,150.43	1,185.22
22700 LEASE RENTAL CHECKS	127.20	13.57	17.40	58.45	
TOTAL DEMAND DEPOSITS	32,218,513.31	32,451,250.10	31,968,035.12	31,371,858.24	372,826.63
TIME DEPOSITS					
23100 SAVINGS DEPOSITS	8,447,592.83	7,768,183.50	8,281,293.33	8,389,843.80	9,221.65
23110 SAVINGS NONPOST DEBITS		1,250.62-	1,303.61-	246.76-	
23120 SAVINGS NONPOST CREDITS	400.00	10,700.00	546.21	680.13	400.00
SAVINGS TOTAL	8,447,992.83	7,777,632.88	8,280,535.94	8,390,277.19	9,621.65
23300 C/D'S > 100M	29,913,290.37	25,395,493.42	29,273,532.93	30,295,846.90	5,186.84
23350 IRA C/D'S	6,444,534.78	6,128,654.58	6,327,976.22	6,386,479.76	779.22
23400 CERTIFICATES OF DEPOSIT	40,077,900.15	40,714,285.60	40,892,867.60	40,328,822.21	11,599.42-
23410 C/D NONPOST DEBITS			929.91-	3,104.07-	
23420 C/D NONPOST CREDITS					
C/D TOTAL	76,435,725.30	72,238,433.60	76,493,446.87	77,008,044.83	5,633.36-
24100 MARTHA WHITEHEAD/STATE TREAS.					
TOTAL TIME DEPOSITS	84,883,718.13	80,016,066.48	84,773,982.85	85,398,322.00	3,988.29
TOTAL DEPOSITS	117,102,231.44	112,467,316.58	116,742,017.94	116,770,180.23	376,814.92
LIABILITIES FOR BORROWED MONEY					
25200 SECURITIES SOLD UNDER REPURCHASE	1,940,000.00	2,200,000.00	2,826,062.98	2,540,810.82	200,000.00
25300 FED FUNDS BORROWED			112,500.00	112,500.00	
*****TOTAL*****	1,940,000.00	2,200,000.00	2,833,149.60	2,565,135.14	200,000.00

VOL 53 PG 765

GILMER NATIONAL BANK
BALANCE SHEET
FOR THE MONTH AND PERIOD
MAY 7, 1999
LIABILITIES

	CURR. BALANCE	LAST YEAR	Y-T-D AVE.	Q-T-D AVE.	TODAYS CHANGE
OTHER LIABILITIES					
26200 TAX WITHHELD	37.71	376.78	142.22	184.04	2.05
26600 DDA ACCRUED INTEREST PAYABLE	20,906.32	16,694.57	22,324.16	22,648.64	1,687.12
26800 C/D ACCRUED INTEREST PAYABLE	487,421.68	513,613.62	492,224.24	489,735.01	4,242.38
26805 SVG ACCRUED INTEREST PAYABLE	31,346.45	45,435.50	29,626.03	14,764.31	2,428.59
TOTAL ACCRUED INTEREST PAYABLE	539,712.16	576,120.47	544,316.66	527,332.00	8,360.14
27000 ACCRUAL INCOME TAX	64,538.00	10,000.00	12,650.54	64,668.01	
27100 RETIREMENT BENEFITS ACCRUAL	34,490.62	37,275.00	15,392.99	28,412.24	
27200 DEPRECIATION ACCRUAL	65,000.00	77,075.00	29,045.29	53,581.07	
27300 ACCRUAL AD VALOREM	24,720.00	30,900.00	11,046.15	20,377.30	
27400 ACCRUAL FOR DIRECTORS' FEES	43,200.00	54,000.00	19,303.93	35,610.82	
27450 ACCRUAL FOR DEC. PAYROLL BONUS	31,560.00	38,625.00	14,102.60	26,015.68	
27500 ACCRUAL MAINTENANCE CONTRACTS	9,320.00	11,650.00	4,164.65	7,682.71	
27650 ACCRUAL FOR COMPTROLLER	15,568.35	19,784.90	11,233.24	12,933.21	
27730 ACCRUAL FOR FRANCHISE TAX	405.52	1,493.09	17,398.88	2,053.94-	
27760 ACCRUAL FOR BOND/LIAB./INS.	9,200.00	11,000.00	4,111.03	7,583.79	
27800 ACCRUAL OREO TAXES & INSURANCE	8,112.39	6,912.83	7,824.85	8,015.96	69.97
27850 DEFERRED TAX ON SECUTITIES	16,034.20-	7,479.22-	6,332.53-	24,763.17-	
TOTAL OTHER LIABILITIES	829,792.84	867,357.07	684,258.23	765,395.66	8,430.11
RESERVES					
28400 LOSSES ON SECURITIES RESERVE					
TOTAL RESERVES					
GRAND TOTAL LIABILITIES	119,872,024.28	115,534,673.65	120,259,425.75	120,100,710.99	585,245.03
CAPITAL ACCOUNTS					
29200 UNREALIZED GAIN/LOSS	31,125.20-	14,518.51-	12,292.60-	48,069.67-	
29300 CAPITAL STOCK	500,000.00	500,000.00	500,000.00	500,000.00	
29400 SURPLUS	1,500,000.00	1,500,000.00	1,500,000.00	1,500,000.00	
29500 UNDIVIDED PROFITS	14,505,668.91	13,637,353.41	14,505,668.91	14,505,668.91	
TOTAL CAPITAL ACCOUNTS	16,474,543.71	15,622,834.90	16,493,376.31	16,457,599.24	
NET CURRENT EARNINGS	665,865.52	648,216.75	334,905.50	514,085.34	98,177.92
TOTAL LIABILITIES AND CAPITAL	137,012,433.51	131,805,725.30	137,087,707.59	137,072,395.59	683,422.95

VOL. 53 PG 766

FIRST NATIONAL BANK

P. O. Box 520 ~ 201 North Wood Street ~ Gilmer, TX 75644
Phone (903) 843-4108 ~ Fax (903) 843-4182

Frank Breazeale
President & CEO

May 10, 1999

Ms Myra Harris
County Treasurer
Upshur County Courthouse
Gilmer, TX 75644

RE: Application for Depository of Funds of the County of Upshur, Texas

Dear Myra,

Enclosed you will find First National Bank's application to serve as the depository for the County funds. We are submitting a two-year bid and a separate 4-year bid.

First National Bank will pledge \$10,220,000 to the General Operating Funds of the county. We understand that the pledged amount is subject to change. The County deposits will be secured by U. S. Government and U.S. Government Agency securities which are held in safekeeping at Texas Independent Bank.

Sincerely,



Frank Breazeale
President and CEO

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:20
UPSHUR COUNTY, TX.
DEPUTY

Federal Financial Institutions Examination Council



Please refer to page 1,
Table of Contents, for
the required disclosure
of estimated burden.

1

Consolidated Reports of Condition and Income for A Bank With Domestic Offices Only and Total Assets of \$100 Million or More But Less Than \$300 Million—FFIEC 033

Report at the close of business March 31, 1999

(19990331)
(FCR) 99991

This report is required by law: 12 U.S.C. §324 (State member banks); 12 U.S.C. §1817 (State nonmember banks); and 12 U.S.C. §161 (National banks).

This report form is to be filed by banks with domestic offices only. Banks with foreign offices (as defined in the instructions) must file FFIEC 031.

NOTE: The Reports of Condition and Income must be signed by an authorized officer and the Report of Condition must be attested to by not less than two directors (trustees) for State nonmember banks and three directors for State member and National banks

The Reports of Condition and Income are to be prepared in accordance with Federal regulatory authority instructions.

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

I, Judy Jewkes Dixon, AVP & Cashier

Name and Title of Officer Authorized to Sign
of the named bank do hereby certify that the Reports of Condition and Income (including schedules) for this report date have been prepared in accordance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Judy Jewkes Dixon
Signature of Officer Authorized to Sign
April 16, 1999
Date of Signature

RD Peeler
JB or JD
Tally
Somebody
large amounts

Bryson
Gold

Submission of Reports
Each bank must prepare either:
(a) in electronic form directly with the Electronic Data System on computer disk
(b) in hard-copy (paper) form. If the bank chooses to convert the paper report to electronic form (if other than EDS) must transmit the data file to EDS.

For filing assistance, contact EDS Call Report N. Prospect Ave., Milwaukee, WI 53202, 255-1571.
In addition to the signature and attestation requirement for the Report of Condition and Income for this report date, attach this page (or a photocopy or a computer-generated copy of this page) to the hard-copy record of the Report of Condition and Income that the bank places in its files.

FDIC Certificate Number 032118

First National Bank
Legal Title of Bank (TEXT 8010)
Gilmer
City (TEXT 8130)
TX 75644
State Abbrev (TEXT 8200) ZIP Code (TEXT 8220)

99 MAY 24 PM 12:20
FILED
REX A. SHAW
COUNTY CLERK

INST : 000 SCH: 02
REPORT: FCR/3201-004 17.02.2
SYSTEM. 04/19/99 11:46
FDIC CERTIFICATE NUMBER: 3218

FIRST NATIONAL BANK
FEDERAL CALL REPORTING SYSTEM
FFIEC FORM 033
REPORTS OF CONDITION AND INCOME \$100-300 MILLION

PAGE: 1
RUN DATE: 03/31/99
PROCESSED THRU: 03/31/99

6

SCHEDULE: RC-RI - COVER SHEET FOR TOTAL ASSETS \$100 - \$300 MILLION

CONSOLIDATED REPORTS OF CONDITION AND INCOME FOR
A BANK WITH DOMESTIC OFFICES ONLY AND TOTAL ASSETS OF
\$100 MILLION OR MORE BUT LESS THAN \$300 MILLION-FFIEC 033

[0]

REPORT AT THE CLOSE OF BUSINESS MARCH 31, 1999.....

RCRI9999 19990331 1.

FDIC CERTIFICATE NUMBER..... RCRI9050

3218 2.

TEXT9010 FIRST NATIONAL BANK

3.

TEXT9130 GILMER

4.

TEXT9200 TX

5.

TEXT9220 75644

6.

VOL. 53 PG 771

INST : 000 SCH: 03
 REPORT: PCR/3201-004 17.02.2
 SYSTEM 04/19/99 11:46
 FDIC CERTIFICATE NUMBER: 3218

FIRST NATIONAL BANK
 FEDERAL CALL REPORTING SYSTEM
 FFIEC FORM 033
 REPORTS OF CONDITION AND INCOME \$100-300 MILLION

PAGE 1
 RUN DATE: 03/31/99
 PROCESSED THRU: 03/31/99

SCHEDULE: RI - INCOME STATEMENT

[1280]

DOLLAR AMOUNTS IN THOUSANDS		YEAR-TO-DATE MIL/THOU	
1. INTEREST INCOME:			
A. INTEREST AND FEE INCOME ON LOANS (1):			
(1) REAL ESTATE LOANS	RIAD4246	480	1.A. (1)
(2) INSTALLMENT LOANS	RIAD4247	864	1.A. (2)
(3) CREDIT CARDS AND RELATED PLANS	RIAD4248	0	1.A. (3)
(4) COMMERCIAL (TIME AND DEMAND) AND ALL OTHER LOANS	RIAD4249	475	1.A. (4)
B. INCOME FROM LEASE FINANCING RECEIVABLES:			
(1) TAXABLE LEASES	RIAD4505	0	1.B. (1)
(2) TAX-EXEMPT LEASES	RIAD4307	0	1.B. (2)
C. INTEREST INCOME ON BALANCES DUE FROM DEPOSITORY INSTITUTIONS (2)			
	RIAD4115	1	1.C.
D. INTEREST AND DIVIDEND INCOME ON SECURITIES:			
(1) U.S. TREASURY SECURITIES AND U.S. GOVERNMENT AGENCY OBLIGATIONS (INCLUDING MORTGAGE-BACKED SECURITIES ISSUED OR GUARANTEED BY FNMA, FHLMC, OR GNMA)	RIAD4027	859	1.D. (1)
(2) SECURITIES ISSUED BY STATES AND POLITICAL SUBDIVISIONS IN THE U.S.:			
(A) TAXABLE SECURITIES	RIAD4506	0	1.D. (2) (A)
(B) TAX-EXEMPT SECURITIES	RIAD4507	67	1.D. (2) (B)
(3) OTHER DOMESTIC DEBT SECURITIES (INCLUDING MORTGAGE-BACKED SECURITIES NOT ISSUED OR GUARANTEED BY FNMA, FHLMC, OR GNMA)	RIAD3657	40	1.D. (3)
(4) FOREIGN DEBT SECURITIES	RIAD3658	0	1.D. (4)
(5) EQUITY SECURITIES (INCLUDING INVESTMENTS IN MUTUAL FUNDS)	RIAD3659	3	1.D. (5)
E. INTEREST INCOME FROM TRADING ASSETS	RIAD4069	0	1.E.
F. INTEREST INCOME ON FEDERAL FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL	RIAD4020	200	1.F.
G. TOTAL INTEREST INCOME (SUM OF ITEMS 1.A THROUGH 1.F)	RIAD4107	2,989	1.G.
2. INTEREST EXPENSE:			
A. INTEREST ON DEPOSITS:			
(1) TRANSACTION ACCOUNTS (NOW ACCOUNTS, ATS ACCOUNTS, AND TELEPHONE AND PREAUTHORIZED TRANSFER ACCOUNTS)	RIAD4508	172	2.A. (1)
(2) NONTRANSACTION ACCOUNTS:			
(A) MONEY MARKET DEPOSIT ACCOUNTS (MMDA'S)	RIAD4509	47	2.A. (2) (A)
(B) OTHER SAVINGS DEPOSITS	RIAD4511	70	2.A. (2) (B)
(C) TIME DEPOSITS OF \$100,000 OR MORE	RIADA517	595	2.A. (2) (C)
(D) TIME DEPOSITS OF LESS THAN \$100,000	RIADA518	477	2.A. (2) (D)
B. EXPENSE OF FEDERAL FUNDS PURCHASED AND SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE	RIAD4180	0	2.B.
C. INTEREST ON DEMAND NOTES ISSUED TO THE U.S. TREASURY, TRADING LIABILITIES, AND OTHER BORROWED MONEY	RIAD4185	0	2.C.
D. NOT APPLICABLE			
E. INTEREST ON SUBORDINATED NOTES AND DEBENTURES	RIAD4200	0	2.E.
F. TOTAL INTEREST EXPENSE (SUM OF ITEMS 2.A THROUGH 2.E)	RIAD4073	1,361	2.F.
3. NET INTEREST INCOME (ITEM 1.G MINUS 2.F)	RIAD4074	1,628	3.

(1) SEE INSTRUCTIONS FOR LOAN CLASSIFICATIONS USED IN THIS SCHEDULE.

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(2) INCLUDES INTEREST INCOME ON TIME CERTIFICATES OF
DEPOSIT NOT HELD IN TRADING ACCOUNTS.

[1280]

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DOLLAR AMOUNTS IN THOUSANDS	YEAR-TO-DATE		[I280]	
		MIL/THOU		
4. PROVISIONS:				
A. PROVISION FOR CREDIT LOSSES		RIAD4230	132	4.A.
B. PROVISION FOR ALLOCATED TRANSFER RISK		RIAD4243	0	4.B.
5. NONINTEREST INCOME:				
A. INCOME FROM FIDUCIARY ACTIVITIES	RIAD4070	0		5.A.
B. SERVICE CHARGES ON DEPOSIT ACCOUNTS	RIAD4080	207		5.B.
C. TRADING REVENUE (MUST EQUAL SCHEDULE RI, SUM OF MEMORANDUM ITEMS 8.A THROUGH 8.D)	RIADA220	0		5.C.
D.-E. NOT APPLICABLE				
F. OTHER NONINTEREST INCOME:				
(1) OTHER FEE INCOME	RIAD5407	68		5.F.(1)
(2) ALL OTHER NONINTEREST INCOME*	RIAD5408	69		5.F.(2)
G. TOTAL NONINTEREST INCOME (SUM OF ITEMS 5 A THRU 5 F)		RIAD4079	344	5.G.
6. A. REALIZED GAINS (LOSSES) ON HELD-TO-MATURITY SECURITIES		RIAD3521	0	6.A.
B. REALIZED GAINS (LOSSES) ON AVAILABLE-FOR-SALE SECURITIES		RIAD3196	0	6.B.
7. NONINTEREST EXPENSE:				
A. SALARIES AND EMPLOYEE BENEFITS	RIAD4135	476		7.A.
B. EXPENSES OF PREMISES AND FIXED ASSETS (NET OF RENTAL INCOME) (EXCLUDING SALARIES, EMPLOYEE BENEFITS, AND MORTGAGE INTEREST)	RIAD4217	141		7.B.
C. OTHER NONINTEREST EXPENSE*	RIAD4092	379		7.C.
D. TOTAL NONINTEREST EXPENSE (SUM OF ITEMS 7 A THRU 7 C)		RIAD4093	996	7.D.
8. INCOME (LOSS) BEFORE INCOME TAXES AND EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS (ITEM 3 PLUS OR MINUS ITEMS 4.A, 4.B, 5.G, 6.A, 6.B, AND 7.D)		RIAD4301	844	8.
9. APPLICABLE INCOME TAXES (ON ITEM 8)		RIAD4302	282	9.
10. INCOME (LOSS) BEFORE EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS (ITEM 8 MINUS 9)		RIAD4300	562	10.
11. EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS, NET OF INCOME TAXES*		RIAD4320	0	11.
12. NET INCOME (LOSS) (SUM OF ITEMS 10 AND 11)		RIAD4340	562	12.

*DESCRIBE ON SCHEDULE RI-E - EXPLANATIONS.

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SCHEDULE: RI - CONTINUED

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DOLLAR AMOUNTS IN THOUSANDS

MEMORANDA

1. INTEREST EXPENSE INCURRED TO CARRY TAX-EXEMPT SECURITIES, LOANS, AND LEASES ACQUIRED AFTER AUGUST 7, 1986, THAT IS NOT DEDUCTIBLE FOR FEDERAL INCOME TAX PURPOSES...
2. INCOME FROM THE SALE AND SERVICING OF MUTUAL FUNDS AND ANNUITIES (INCLUDED IN SCHEDULE RI, ITEM 8).....
3. NOT APPLICABLE
4. NUMBER OF FULL-TIME EQUIVALENT EMPLOYEES AT END OF CURRENT PERIOD (ROUND TO NEAREST WHOLE NUMBER).....
5. INTEREST AND FEE INCOME ON TAX-EXEMPT OBLIGATIONS (OTHER THAN SECURITIES AND LEASES) OF STATES AND POLITICAL SUBDIVISIONS IN THE U.S. (REPORTABLE IN SCHED RC-C, PART I, ITEM 8) INCLUDED IN SCHEDULE RI, ITEM 1.A, ABOVE
6. TO BE COMPLETED BY BANKS WITH LOANS TO FINANCE AGRICULTURAL PRODUCTION AND OTHER LOANS TO FARMERS (SCHEDULE RC-C, PART I, ITEM 3) EXCEEDING FIVE PERCENT OF TOTAL LOANS. INTEREST AND FEE INCOME ON AGRICULTURAL LOANS INCLUDED IN ITEM 1 A ABOVE.....
7. IF THE REPORTING BANK HAS RESTATED ITS BALANCE SHEET AS A RESULT OF APPLYING PUSH DOWN ACCOUNTING THIS CALENDAR YEAR, REPORT THE DATE OF THE BANK'S ACQUISITION (1).....
8. TRADING REVENUE (FROM CASH INSTRUMENTS AND OFF-BALANCE SHEET DERIVATIVE INSTRUMENTS) (SUM OF MEMORANDUM ITEMS 8.A THROUGH 8 D MUST EQUAL SCHEDULE RI, ITEM 5.C):
 - A. INTEREST RATE EXPOSURES.....
 - B. FOREIGN EXCHANGE EXPOSURES.....
 - C. EQUITY SECURITY AND INDEX EXPOSURES.....
 - D. COMMODITY AND OTHER EXPOSURES.....
9. IMPACT ON INCOME OF OFF-BALANCE SHEET DERIVATIVES HELD FOR PURPOSES OTHER THAN TRADING:
 - A NET INCREASE (DECREASE) TO INTEREST INCOME.....
 - B NET (INCREASE) DECREASE TO INTEREST EXPENSE.....
 - C OTHER (NONINTEREST) ALLOCATIONS.....
10. NOT APPLICABLE
11. DOES THE REPORTING BANK HAVE A SUBCHAPTER S ELECTION IN EFFECT FOR FEDERAL INCOME TAX PURPOSES FOR THE CURRENT TAX YEAR? (YES/NO).....
12. DEFERRED PORTION OF TOTAL APPLICABLE INCOME TAXES ITEMS 9 AND 11 (TO BE REPORTED WITH THE DECEMBER REPORT OF INCOME).....

	[1280]	[1281]	
	YEAR-TO-DATE		
	MIL/THOU		
RIAD4513	0		M.1.
RIAD8431	0		M.2.
		NUMBER	
RIAD4150	46		M.4.
		MIL/THOU	
RIAD4504	5		M.5.
RIAD4251	88		M.6.
		CC/YY/MM/DD	
RIAD9106	N/A		M.7.
		MIL/THOU	
RIAD8757	0		M.8.A.
RIAD8758	0		M.8.B.
RIAD8759	0		M.8.C.
RIAD8760	0		M.8.D.
RIAD8761	0		M.9.A.
RIAD8762	0		M.9.B.
RIAD8763	0		M.9.C.
		YES NO	
RIADA530	NO		M.11.
		MIL/THOU	
RIAD4772	0		M.12.

(1) FOR EXAMPLE, A BANK ACQUIRED ON JUNE 1, 1997 WOULD REPORT 19970601.

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SCHEDULE: RI-A - CHANGES IN EQUITY CAPITAL

INDICATE DECREASES AND LOSSES IN PARENTHESES

[1283]

DOLLAR AMOUNTS IN THOUSANDS

BIL/MIL/THOU

1. TOTAL EQUITY CAPITAL ORIGINALLY REPORTED IN THE DECEMBER 31, 1998, REPORTS OF CONDITION AND INCOME ..	RIAD3215	18,420	1
2. EQUITY CAPITAL ADJUSTMENTS FROM AMENDED REPORTS OF INCOME, NET*.....	RIAD3216	0	2.
3. AMENDED BALANCE END OF PREVIOUS CALENDAR YEAR (SUM OF ITEMS 1 AND 2).....	RIAD3217	18,420	3.
4. NET INCOME (LOSS) (MUST EQUAL SCHEDULE RI, ITEM 12) ..	RIAD4340	562	4.
5. SALE, CONVERSION, ACQUISITION, OR RETIREMENT OF CAPITAL STOCK, NET.....	RIAD4346	0	5.
6. CHANGES INCIDENT TO BUSINESS COMBINATIONS, NET.....	RIAD4356	0	6.
7. LESS: CASH DIVIDENDS DECLARED ON PREFERRED STOCK	RIAD4470	0	7.
8. LESS: CASH DIVIDENDS DECLARED ON COMMON STOCK	RIAD4460	0	8.
9. CUMULATIVE EFFECT OF CHANGES IN ACCOUNTING PRINCIPLES FROM PRIOR YEARS* (SEE INSTRUCTIONS FOR THIS SCHEDULE) ..	RIAD4411	0	9.
10. CORRECTIONS OF MATERIAL ACCOUNTING ERRORS FROM PRIOR YEARS* (SEE INSTRUCTIONS FOR THIS SCHEDULE) ..	RIAD4412	0	10.
11. A. CHANGE IN NET UNREALIZED HOLDING GAINS (LOSSES) ON AVAILABLE-FOR-SALE SECURITIES.....	RIAD8433	529-	11.
B. CHANGE IN ACCUMULATED NET GAINS (LOSSES) ON CASH FLOW HEDGES.....	RIAD4574	0	11.
12. OTHER TRANSACTIONS WITH PARENT HOLDING COMPANY* (NOT INCLUDED IN ITEM 5, 7, OR 8 ABOVE) ..	RIAD4415	0	12.
13. TOTAL EQUITY CAPITAL END OF CURRENT PERIOD (SUM OF ITEMS 3 THROUGH 12) (MUST EQUAL SCHEDULE RC, ITEM 28).....	RIAD3210	18,453	13.

*DESCRIBE ON SCHEDULE RI-E - EXPLANATIONS.

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SCHEDULE: RI-B - LOAN AND LEASE LOSSES

{1286}

PART I. CHARGE OFFS AND RECOVERIES ON LOANS AND LEASES (1)

EXCLUDES CHARGE-OFFS AND RECOVERIES THROUGH THE ALLOCATED
TRANSFER RISK RESERVE.

DOLLAR AMOUNTS IN THOUSANDS	(COLUMN A)	(COLUMN B)	
	CHARGE-OFFS CALENDAR YEAR-TO-DATE BIL/MIL/THOU	RECOVERIES CALENDAR YEAR-TO-DATE BIL/MIL/THOU	
1. REAL ESTATE LOANS.....	RIAD4256	5 RIAD4257	0 1.
2. INSTALLMENT LOANS.....	RIAD4258	101 RIAD4259	13 2.
3. CREDIT CARDS AND RELATED PLANS.....	RIAD4262	0 RIAD4263	0 3.
4. COMMERCIAL (TIME AND DEMAND) AND ALL OTHER LOANS.....	RIAD4264	64 RIAD4265	2 4.
5. LEASE FINANCING RECEIVABLES.....	RIAD4266	0 RIAD4267	0 5.
6. TOTAL (SUM OF ITEMS 1 THROUGH 5).....	RIAD4635	170 RIAD4605	15 6.
MEMORANDA			
1. LOANS TO FOREIGN GOVERNMENTS AND OFFICIAL INSTITUTIONS INCLUDED IN PART 1, ITEMS 1 THROUGH 4 ABOVE.....	RIAD4643	0 RIAD4627	0 M.1.
2. TO BE COMPLETED BY BANKS WITH LOANS TO FINANCE AGRICUL- TURAL PRODUCTION AND OTHER LOANS TO FARMERS (SCHED RC-C, PART 1, ITEM 3) EXCEEDING FIVE PERCENT OF TOTAL LOANS AGRICULTURAL LOANS INCLUDED IN PART 1, ITEMS 1 THROUGH 4, ABOVE.....	RIAD4268	28 RIAD4269	0 M 2.
3. NOT APPLICABLE			
4. LOANS TO FINANCE COMMERCIAL REAL ESTATE, CONSTRUCTION, AND LAND DEVELOPMENT ACTIVITIES (NOT SECURED BY REAL ESTATE) INCLUDED IN SCHEDULE RI-B, PART 1, ITEMS 2 THROUGH 4, ABOVE.....	RIAD5443	0 RIAD5444	0 M 4
5. REAL ESTATE LOANS (SUM OF MEMORANDUM ITEMS 5 A THROUGH 5.E MUST EQUAL SCHEDULE RI-B, PART 1, ITEM 1, ABOVE):			
A. CONSTRUCTION AND LAND DEVELOPMENT.....	RIAD5445	0 RIAD5446	0 M.5.A.
B. SECURED BY FARMLAND.....	RIAD5447	0 RIAD5448	0 M 5 B.
C. SECURED BY 1-4 FAMILY RESIDENTIAL PROPERTIES:			
(1) REVOLVING, OPEN-END LOANS SECURED BY 1-4 FAMILY RESIDENTIAL PROPERTIES AND EXTENDED UNDER LINES OF CREDIT.....	RIAD5449	0 RIAD5450	0 M.5.C.(1)
(2) ALL OTHER LOANS SECURED BY 1-4 FAMILY RESIDENTIAL PROPERTIES.....	RIAD5451	5 RIAD5452	0 M.5.C.(2)
D. SECURED BY MULTIFAMILY (5 OR MORE) RESIDENTIAL PROPERTIES.....	RIAD5453	0 RIAD5454	0 M.5 D
E. SECURED BY NONFARM NONRESIDENTIAL PROPERTIES.....	RIAD5455	0 RIAD5456	0 M.5.E.

(1) SEE INSTRUCTIONS FOR LOAN CLASSIFICATIONS USED
IN THIS SCHEDULE.

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SCHEDULE: RI-B2 - LOAN AND LEASE LOSSES (CONTINUED)

[I286]

PART II. CHANGES IN ALLOWANCE FOR CREDIT LOSSES

DOLLAR AMOUNTS IN THOUSANDS	BIL./MIL./THOU	
1. BALANCE ORIGINALLY REPORTED IN THE DECEMBER 31, 1998, REPORTS OF CONDITION AND INCOME RIAD3124	790	1.
2. RECOVERIES (MUST EQUAL OR EXCEED PART I, ITEM 6, COLUMN B ABOVE) RIAD2419	15	2.
3. LESS: CHARGE-OFFS (MUST EQUAL OR EXCEED PART 1, ITEM 6, COLUMN A ABOVE) RIAD2432	170	3.
4. PROVISION FOR CREDIT LOSSES (MUST EQUAL SCHEDULE RI, ITEM 4.A) RIAD4230	132	4.
5. ADJUSTMENTS* (SEE INSTRUCTIONS FOR THIS SCHEDULE) RIAD4815	0	5.
6. BALANCE END OF CURRENT PERIOD (SUM OF ITEMS 1 THROUGH 5) (MUST EQUAL OR EXCEED SCHEDULE RC, ITEM 4 B) RIADA512	767	6.

*DESCRIBE ON SCHEDULE RI-E - EXPLANATIONS.

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SCHEDULE: RI-E - EXPLANATIONS

[1295]

TO BE COMPLETED EACH QUARTER ON A CALENDAR YEAR-TO-DATE BASIS.

DETAIL ALL ADJUSTMENTS IN SCHEDULES RI-A AND RI-B, ALL EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS IN SCHEDULE RI, AND ALL SIGNIFICANT ITEMS OF OTHER NONINTEREST INCOME AND OTHER NONINTEREST EXPENSE IN SCHEDULE RI. (SEE INSTRUCTIONS FOR DETAILS.)

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DOLLAR AMOUNTS IN THOUSANDS		YEAR-TO-DATE	YEAR-TO-DATE	
		BIL/MIL/THOU	BIL/MIL/THOU	
1.	ALL OTHER NONINTEREST INCOME (FROM SCHEDULE RI, ITEM 5 F (2))			
	REPORT AMOUNTS THAT EXCEED 10% OF SCHEDULE RI, ITEM 5 F (2):			
	A NET GAINS (LOSSES) ON OTHER REAL ESTATE OWNED.....		RIAD5415	0 1.A.
	B NET GAINS (LOSSES) ON SALES OF LOANS.....		RIAD5416	0 1.B.
	C. NET GAINS (LOSSES) ON SALES OF PREMISES AND FIXED ASSETS.....		RIAD5417	0 1.C.
	ITEMIZE AND DESCRIBE THE THREE LARGEST OTHER AMOUNTS THAT EXCEED 10% OF SCHEDULE RI, ITEM 5 F (2):			
	D. [TEXT4461] RECOVER ADVALOREM TAXES.		RIAD4461	59 1.D.
	E. [TEXT4462].....		RIAD4462	0 1.E.
	F. [TEXT4463].....		RIAD4463	0 1.F.
2.	OTHER NONINTEREST EXPENSE (FROM SCHEDULE RI, ITEM 7.C)			
	A AMORTIZATION EXPENSE OF INTANGIBLE ASSETS..		RIAD4531	0 2.A.
	REPORT AMOUNTS THAT EXCEED 10% OF SCHEDULE RI, ITEM 7 C:			
	B. NET (GAINS) LOSSES ON OTHER REAL ESTATE OWNED ..		RIAD5418	6 2.B.
	C NET (GAINS) LOSSES ON SALES OF LOANS ..		RIAD5419	0 2.C.
	D. NET (GAINS) LOSSES ON SALES OF PREMISES AND FIXED ASSETS.....		RIAD5420	0 2.D.
	ITEMIZE AND DESCRIBE THE THREE LARGEST OTHER AMOUNTS THAT EXCEED 10% OF SCHEDULE RI, ITEM 7 C:			
	E. [TEXT4464] LOSS ON REPO GOODS.....		RIAD4464	43 2.E.
	F. [TEXT4467].....		RIAD4467	0 2.F.
	G. [TEXT4468].....		RIAD4468	0 2.G.
3.	EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS AND APPLICABLE INCOME TAX EFFECT (FROM SCHEDULE RI, ITEM 11) (ITEMIZE AND DESCRIBE ALL EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS):			
	EFFECT OF ADOPTING FAS 133, "ACCOUNTING FOR DERIVATIVE INSTRUMENTS AND HEDGING"			
	A. (1) [TEXT6373] ACTIVITIES".....		RIAD6373	0 3.A. (1)
	(2) APPLICABLE INCOME TAX EFFECT..... RIAD4486	0		3.A. (2)
	B (1) [TEXT4487].....		RIAD4487	0 3.B. (1)
	(2) APPLICABLE INCOME TAX EFFECT..... RIAD4488	0		3.B. (2)
	C. (1) [TEXT4489].....		RIAD4489	0 3.C. (1)
	(2) APPLICABLE INCOME TAX EFFECT..... RIAD4491	0		3.C. (2)
4.	EQUITY CAPITAL ADJUSTMENTS FROM AMENDED REPORTS OF INCOME (FROM SCHEDULE RI-A, ITEM 2) (ITEMIZE AND DESCRIBE ALL ADJUSTMENTS):			
	A [TEXT4492].....		RIAD4492	0 4.A.
	B [TEXT4493].....		RIAD4493	0 4.B.

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SCHEDULE: RI-E - CONTINUED

DOLLAR AMOUNTS IN THOUSANDS

[1295]
YEAR-TO-DATE
BIL/MIL/THOU

5. CUMULATIVE EFFECT OF CHANGES IN ACCOUNTING PRINCIPLES
FROM PRIOR YEARS (FROM SCHEDULE RI-A, ITEM 9) (ITEMIZE
AND DESCRIBE ALL CHANGES IN ACCOUNTING PRINCIPLES):

A. [TEXT4494].....
B. [TEXT4495].....

RIAD4494 0 5.A.
RIAD4495 0 5.B.

6. CORRECTIONS OF MATERIAL ACCOUNTING ERRORS FROM PRIOR
YEARS (FROM SCHEDULE RI-A, ITEM 10) (ITEMIZE AND DESCRIBE
ALL CORRECTIONS):

A. [TEXT4496].....
B. [TEXT4497].....

RIAD4496 0 6.A.
RIAD4497 0 6.B.

7. OTHER TRANSACTIONS WITH PARENT HOLDING COMPANY (FROM
SCHEDULE RI-A, ITEM 12) (ITEMIZE AND DESCRIBE ALL SUCH
TRANSACTIONS):

A. [TEXT4498].....
B. [TEXT4499].....

RIAD4498 0 7.A.
RIAD4499 0 7.B.

8. ADJUSTMENTS TO ALLOWANCE FOR CREDIT LOSSES (FROM
SCHEDULE RI-B, PART II, ITEM 5) (ITEMIZE AND DESCRIBE ALL
ADJUSTMENTS):

A. [TEXT4521].....
B. [TEXT4522].....

RIAD4521 0 8.A.
RIAD4522 0 8.B.

[1298]

[1299]

9. OTHER EXPLANATIONS (THE SPACE BELOW IS PROVIDED FOR THE
BANK TO BRIEFLY DESCRIBE, AT ITS OPTION, ANY
OTHER SIGNIFICANT ITEMS AFFECTING THE REPORT OF INCOME):

NO COMMENT [X] [RIAD4769]

OTHER EXPLANATIONS (PLEASE TYPE OR PRINT CLEARLY):
[TEXT4769]

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SCHEDULE: RC - BALANCE SHEET

[C200]

ALL SCHEDULES ARE TO BE REPORTED IN THOUSANDS OF DOLLARS.
 UNLESS OTHERWISE INDICATED, REPORT THE AMOUNT OUTSTANDING
 AS OF THE LAST BUSINESS DAY OF THE QUARTER

	DOLLAR AMOUNTS IN THOUSANDS	BIL/MIL/THOU	BIL/MIL/THOU	
ASSETS				
1. CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS (FROM SCHEDULE RC-A):				
A. NONINTEREST-BEARING BALANCES AND CURRENCY AND COIN (1).....		RC0N0081	3,072	1.A.
B. INTEREST-BEARING BALANCES (2).....		RC0N0071	99	1.B.
2. SECURITIES (FROM SCHEDULE RC-B):				
A. HELD-TO-MATURITY SECURITIES (FROM SCHEDULE RC-B, COLUMN A).....		RC0N1754	14,343	2.A.
B. AVAILABLE-FOR-SALE SECURITIES (FROM SCHEDULE RC-B, COLUMN D).....		RC0N1773	47,641	2.B.
3. FEDERAL FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL		RC0N1350	18,546	3.
4. LOANS AND LEASE FINANCING RECEIVABLES:				
A. LOANS AND LEASES, NET OF UNEARNED INCOME (FROM SCHEDULE RC-C)	RC0N2122	67,598		4.A.
B. LESS: ALLOWANCE FOR LOAN AND LEASE LOSSES	RC0N3123	767		4.B.
C. LESS: ALLOCATED TRANSFER RISK RESERVE.....	RC0N3128	0		4.C.
D. LOANS AND LEASES, NET OF UNEARNED INCOME, ALLOWANCE, AND RESERVE (ITEM 4.A MINUS 4.B AND 4.C)		RC0N2125	66,831	4.D.
5. TRADING ASSETS		RC0N3545	0	5.
6. PREMISES AND FIXED ASSETS (INCLUDING CAPITALIZED LEASES)		RC0N2145	2,710	6.
7. OTHER REAL ESTATE OWNED (FROM SCHEDULE RC-M).....		RC0N2150	210	7.
8. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES (FROM SCHEDULE RC-M).....		RC0N2130	0	8.
9. CUSTOMERS' LIABILITY TO THIS BANK ON ACCEPTANCES OUTSTANDING.....		RC0N2155	0	9.
10. INTANGIBLE ASSETS (FROM SCHEDULE RC-M).....		RC0N2143	0	10.
11. OTHER ASSETS (FROM SCHEDULE RC-F).....		RC0N2160	2,120	11.
12. TOTAL ASSETS (SUM OF ITEMS 1 THROUGH 11).....		RC0N2170	155,572	12.

- (1) INCLUDES CASH ITEMS IN PROCESS OF COLLECTION AND UNPOSTED DEBITS.
 (2) INCLUDES TIME CERTIFICATES OF DEPOSIT NOT HELD IN TRADING ACCOUNTS.

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	DOLLAR AMOUNTS IN THOUSANDS	BIL/MIL/THOU	[C200] BIL/MIL/THOU	
LIABILITIES				
13. DEPOSITS:				
A. IN DOMESTIC OFFICES (SUM OF TOTALS OF COLUMNS A AND C FROM SCHEDULE RC-E)				
(1) NONINTEREST-BEARING (1)	RCON6631	14,041	RCON2200	135,870
(2) INTEREST-BEARING	RCON6636	121,829		
B. IN FOREIGN OFFICES, EDGE AND AGREEMENT SUBSIDIARIES, AND IBF'S				
(1) NONINTEREST-BEARING				
(2) INTEREST-BEARING				
14. FEDERAL FUNDS PURCHASED AND SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE			RCON2800	0
15. A. DEMAND NOTES ISSUED TO THE U S TREASURY			RCON2840	0
B. TRADING LIABILITIES			RCON3548	0
16. OTHER BORROWED MONEY (INCLUDES MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES)				
A. WITH A REMAINING MATURITY OF ONE YEAR OR LESS			RCON2332	0
B. WITH A REMAINING MATURITY OF MORE THAN ONE YEAR THROUGH THREE YEARS			RCONA547	0
C. WITH A REMAINING MATURITY OF MORE THAN THREE YEARS			RCONA548	0
17. NOT APPLICABLE				
18. BANK'S LIABILITY ON ACCEPTANCES EXECUTED AND OUTSTANDING			RCON2920	0
19. SUBORDINATED NOTES AND DEBENTURES (2)			RCON3200	0
20. OTHER LIABILITIES (FROM SCHEDULE RC-G)			RCON2930	1,249
21. TOTAL LIABILITIES (SUM OF ITEMS 13 THROUGH 20)			RCON2948	137,119
22. NOT APPLICABLE				
EQUITY CAPITAL				
23. PERPETUAL PREFERRED STOCK AND RELATED SURPLUS			RCON3838	0
24. COMMON STOCK			RCON3230	1,500
25. SURPLUS (EXCLUDE ALL SURPLUS RELATED TO PREFERRED STOCK)			RCON3839	1,500
26. A. UNDIVIDED PROFITS AND CAPITAL RESERVES			RCON3632	14,652
B. NET UNREALIZED HOLDING GAINS (LOSSES) ON AVAILABLE-FOR-SALE SECURITIES			RCON8434	801
C. ACCUMULATED NET GAINS (LOSSES) ON CASH FLOW HEDGES			RCON4336	0
27. CUMULATIVE FOREIGN CURRENCY TRANSLATION ADJUSTMENTS				
28. TOTAL EQUITY CAPITAL (SUM OF ITEMS 23 THROUGH 27)			RCON3210	18,453
29. TOTAL LIABILITIES AND EQUITY CAPITAL (SUM OF ITEMS 21 AND 28)			RCON3300	155,572

(1) INCLUDES TOTAL DEMAND DEPOSITS AND NONINTEREST-BEARING TIME AND SAVINGS DEPOSITS
 (2) INCLUDES LIMITED-LIFE PREFERRED STOCK AND RELATED SURPLUS.

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SCHEDULE: RC - CONTINUED

[C200]

MEMORANDUM

TO BE REPORTED ONLY WITH THE MARCH REPORT OF CONDITION.

1 INDICATE IN THE BOX AT THE RIGHT THE NUMBER OF THE STATEMENT BELOW THAT BEST DESCRIBES THE MOST COMPREHENSIVE LEVEL OF AUDITING WORK PERFORMED FOR THE BANK BY INDEPENDENT EXTERNAL AUDITORS AS OF ANY DATE DURING 1998.....

NUMBER
RC0N6724 2 M.1.

- 1- INDEPENDENT AUDIT OF THE BANK CONDUCTED IN ACCORDANCE WITH GENERALLY ACCEPTED AUDITING STANDARDS BY A CERTIFIED PUBLIC ACCOUNTING FIRM WHICH SUBMITS A REPORT ON THE BANK
- 2- INDEPENDENT AUDIT OF THE BANK'S PARENT HOLDING COMPANY CONDUCTED IN ACCORDANCE WITH GENERALLY ACCEPTED AUDITING STANDARDS BY A CERTIFIED PUBLIC ACCOUNTING FIRM WHICH SUBMITS A REPORT ON THE CONSOLIDATED HOLDING COMPANY (BUT NOT ON THE BANK SEPARATELY)
- 3- DIRECTORS' EXAMINATION OF THE BANK CONDUCTED IN ACCORDANCE WITH GENERALLY ACCEPTED AUDITING STANDARDS BY A CERTIFIED PUBLIC ACCOUNTING FIRM (MAY BE REQUIRED BY STATE CHARTERING AUTHORITY)
- 4- DIRECTORS' EXAMINATION OF THE BANK PERFORMED BY OTHER EXTERNAL AUDITORS (MAY BE REQUIRED BY STATE CHARTERING AUTHORITY)
- 5- REVIEW OF THE BANK'S FINANCIAL STATEMENTS BY EXTERNAL AUDITORS
- 6- COMPILATION OF THE BANK'S FINANCIAL STATEMENTS BY EXTERNAL AUDITORS
- 7- OTHER AUDIT PROCEDURES (EXCLUDING TAX PREPARATION WORK)
- 8- NO EXTERNAL AUDIT WORK

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SCHEDULE: RC-A - CASH AND BALANCES DUE FROM DEPOSITORY INSTITUTIONS

[C205]

EXCLUDE ASSETS HELD FOR TRADING.

DOLLAR AMOUNTS IN THOUSANDS	BIL/MIL/THOU	
1. CASH ITEMS IN PROCESS OF COLLECTION, UNPOSTED DEBITS, AND CURRENCY AND COIN-		
A. CASH ITEMS IN PROCESS OF COLLECTION & UNPOSTED DEBITS	RCON0020	177 1 A.
B. CURRENCY AND COIN.	RCON0080	1,411 1.B
2. BALANCES DUE FROM DEPOSITORY INSTITUTIONS IN THE U.S.		
A. U.S. BRANCHES AND AGENCIES OF FOREIGN BANKS	RCON0083	0 2.A
B. OTHER COMMERCIAL BANKS IN THE U.S. AND OTHER DEPOSITORY INSTITUTIONS IN THE U.S.	RCON0085	1,520 2 B.
3. BALANCES DUE FROM BANKS IN FOREIGN COUNTRIES AND FOREIGN CENTRAL BANKS-		
A. FOREIGN BRANCHES OF OTHER U.S. BANKS.	RCON0073	0 3 A.
B. OTHER BANKS IN FOREIGN COUNTRIES AND FOREIGN CENTRAL BANKS.	RCON0074	0 3.B.
RCON0090	63	4.
4. BALANCES DUE FROM FEDERAL RESERVE BANKS.		
5. TOTAL (SUM OF ITEMS 1 THROUGH 4) (MUST EQUAL SCHEDULE RC, SUM OF ITEMS 1.A AND 1.B.)	RCON0010	3,171 5.
MEMORANDUM		
1. NONINTEREST-BEARING BALANCES DUE FROM COMMERCIAL BANKS IN THE U.S. (INCLUDED IN ITEMS 2.A AND 2.B ABOVE)	RCON0050	1,421 M.1.

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SCHEDULE: RC-B - SECURITIES

(C210)

EXCLUDE ASSETS HELD FOR TRADING.

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DOLLAR AMOUNTS IN THOUSANDS		HELD TO MATURITY (COLUMN A) AMORTIZED COST BIL/MIL/THOU	HELD TO MATURITY (COLUMN B) FAIR VALUE BIL/MIL/THOU	AVAILABLE- FOR-SALE (COLUMN C) AMORTIZED COST BIL/MIL/THOU	AVAILABLE- FOR-SALE (COLUMN D) FAIR VALUE BIL/MIL/THOU	
1.	U S. TREASURY SECURITIES.....	0 RCON0211	0 RCON0213	12,073 RCON1286	12,613 RCON1287	1
2.	U S. GOVERNMENT AGENCY OBLIGATIONS (EXCLUDE MORTGAGE- BACKED SECURITIES):					
	A. ISSUED BY U S. GOVERNMENT AGENCIES (2).....	0 RCON1289	0 RCON1290	0 RCON1291	0 RCON1293	2 A.
	B ISSUED BY GOVERNMENT-SPONSORED AGENCIES (3).....	4,970 RCON1294	4,986 RCON1295	34,140 RCON1297	34,814 RCON1298	2.B.
3.	SECURITIES ISSUED BY STATES AND POLITICAL SUBDIVISIONS IN THE U.S.					
	A. GENERAL OBLIGATIONS.....	4,542 RCON1676	4,595 RCON1677	50 RCON1678	50 RCON1679	3.A.
	B. REVENUE OBLIGATIONS.....	844 RCON1681	871 RCON1686	0 RCON1690	0 RCON1691	3.B.
	C. INDUSTRIAL DEVELOPMENT AND SIMILAR OBLIGATIONS.....	0 RCON1694	0 RCON1695	0 RCON1696	0 RCON1697	3.C.
4.	MORTGAGE-BACKED SECURITIES (MBS):					
	A PASS-THROUGH SECURITIES:					
	(1) GUARANTEED BY GNMA.....	1,987 RCON1698	1,963 RCON1699	44 RCON1701	46 RCON1702	4.A. (1)
	(2) ISSUED BY FNMA AND FHLMC.	0 RCON1703	0 RCON1705	0 RCON1706	0 RCON1707	4.A. (2)
	(3) OTHER PASS-THROUGH SECURITIES.. . . .	0 RCON1709	0 RCON1710	0 RCON1711	0 RCON1713	4.A. (3)
	B. OTHER MORTGAGE-BACKED SECURITIES (INCLUDE CMOs, REMICS, AND STRIPPED MBS):					
	(1) ISSUED OR GUARANTEED BY FNMA, FHLMC, OR GNMA.....	0 RCON1714	0 RCON1715	0 RCON1716	0 RCON1717	4.B (1)
	(2) COLLATERALIZED BY MBS ISSUED OR GUARANTEED BY FNMA, FHLMC, OR GNMA	0 RCON1718	0 RCON1719	0 RCON1731	0 RCON1732	4 B. (2)
	(3) ALL OTHER MORTGAGE-BACKED SECURITIES.....	0 RCON1733	0 RCON1734	0 RCON1735	0 RCON1736	4.B. (3)
5.	OTHER DEBT SECURITIES:					
	A. OTHER DOMESTIC DEBT SECURITIES.....	2,000 RCON1737	2,052 RCON1738	0 RCON1739	0 RCON1741	5 A.
	B. FOREIGN DEBT SECURITIES.....	0 RCON1742	0 RCON1743	0 RCON1744	0 RCON1746	5 B.
6.	EQUITY SECURITIES:					
	A INVESTMENTS IN MUTUAL FUNDS AND OTHER EQUITY SECURITIES WITH READILY DETERMINABLE FAIR VALUES.....			0 RCONA510	0 RCONA511	6.A.
	B. ALL OTHER EQUITY SECURITIES (1).....			118 RCON1752	118 RCON1753	6 B.

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	[C210]			
	HELD TO MATURITY (COLUMN A) AMORTIZED COST BIL/MIL/THOU	HELD TO MATURITY (COLUMN B) FAIR VALUE BIL/MIL/THOU	AVAILABLE- FOR-SALE (COLUMN C) AMORTIZED COST BIL/MIL/THOU	AVAILABLE- FOR-SALE (COLUMN D) FAIR VALUE BIL/MIL/THOU
7. TOTAL (SUM OF ITEMS 1 THROUGH 6) (TOTAL OF COLUMN A MUST EQUAL SCHEDULE RC, ITEM 2 A) (TOTAL OF COLUMN D MUST EQUAL SCHEDULE RC ITEM 2.B)	14,343 RCON1754	14,467 RCON1771	46,425 RCON1772	47,641 RCON1773 7

-
- (1) INCLUDES EQUITY SECURITIES WITHOUT READILY DETERMINABLE FAIR VALUES AT HISTORICAL COST IN ITEM 6 B, COLUMN D.*
 - (2) INCLUDES SMALL BUSINESS ADMINISTRATION "GUARANTEED LOAN POOL CERTIFICATES," U.S. MARITIME ADMINISTRATION OBLIGATIONS, AND EXPORT-IMPORT BANK PARTICIPATION CERTIFICATES.
 - (3) INCLUDES OBLIGATIONS (OTHER THAN MORTGAGE-BACKED SECURITIES) ISSUED BY THE FARM CREDIT SYSTEM, THE FEDERAL HOME LOAN BANK SYSTEM, THE FEDERAL HOME LOAN MORTGAGE CORPORATION, THE FEDERAL NATIONAL MORTGAGE ASSOCIATION, THE FINANCING CORPORATION, RESOLUTION FUNDING CORPORATION THE STUDENT LOAN MARKETING ASSOCIATION, AND THE TENNESSEE VALLEY AUTHORITY.

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SCHEDULE RC-B - CONTINUED

MEMORANDA	DOLLAR AMOUNT IN THOUSANDS	BIL/MIL/THOU
1. PLEDGED SECURITIES (1).....		
2. MATURITY AND REPRICING DATA FOR DEBT SECURITIES (1) (2) (EXCLUDING THOSE IN NONACCRUAL STATUS):		
A. SECURITIES ISSUED BY THE U.S. TREASURY, U.S. GOVERNMENT AGENCIES, AND STATES AND POLITICAL SUBDIVISIONS IN THE U.S.; OTHER NON-MORTGAGE DEBT SECURITIES; AND MORTGAGE PASS-THROUGH SECURITIES OTHER THAN THOSE BACKED BY CLOSED-END FIRST LIEN 1-4 FAMILY RESIDENTIAL MORTGAGES WITH A REMAINING MATURITY OR REPRICING FREQUENCY OF: (3) (4)		
(1) THREE MONTHS OR LESS.....		
(2) OVER THREE MONTHS THROUGH 12 MONTHS.....		
(3) OVER ONE YEAR THROUGH THREE YEARS.....		
(4) OVER THREE YEARS THROUGH FIVE YEARS.....		
(5) OVER FIVE YEARS THROUGH 15 YEARS.....		
(6) OVER 15 YEARS.....		
B. MORTGAGE PASS-THROUGH SECURITIES BACKED BY CLOSED-END FIRST LIEN 1-4 FAMILY RESIDENTIAL MORTGAGES WITH A REMAINING MATURITY OR REPRICING FREQUENCY OF: (3) (5)		
(1) THREE MONTHS OR LESS.....		
(2) OVER THREE MONTHS THROUGH 12 MONTHS.....		
(3) OVER ONE YEAR THROUGH THREE YEARS.....		
(4) OVER THREE YEARS THROUGH FIVE YEARS.....		
(5) OVER FIVE YEARS THROUGH 15 YEARS.....		
(6) OVER 15 YEARS.....		
C. OTHER MORTGAGE-BACKED SECURITIES (INCLUDE CMOS, REMICS, AND STRIPPED MBS; EXCLUDE MORTGAGE PASS-THROUGH SECURITIES) WITH AN EXPECTED AVERAGE LIFE OF: (6)		
(1) THREE MONTHS OR LESS.....		
(2) OVER THREE YEARS.....		
D. DEBT SECURITIES WITH A REMAINING MATURITY OF ONE YEAR OR LESS (INCLUDED IN MEMORANDUM ITEMS 2.A THROUGH 2.C ABOVE).....		

	[C210]	[C212]
	31,293	M 1.
	RCON0416	
	35	M.2 A. (1)
	RCONA549	
	8,237	M.2.A. (2)
	RCONA550	
	13,210	M.2.A. (3)
	RCONA551	
	16,922	M.2 A. (4)
	RCONA552	
	21,429	M.2 A. (5)
	RCONA553	
	0	M.2.A (6)
	RCONA554	
	0	M 2.B. (1)
	RCONA555	
	1,987	M.2.B (2)
	RCONA556	
	0	M 2.B. (3)
	RCONA557	
	0	M 2.B. (4)
	RCONA558	
	46	M 2 B (5)
	RCONA559	
	0	M 2.B (6)
	RCONA560	
	0	M.2.C (1)
	RCONA561	
	0	M 2.C. (2)
	RCONA562	
	8,270	M.2 D.
	RCONA248	

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[C212]

3.-6. NOT APPLICABLE

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SCHEDULE: RC-B - CONTINUED

(C212)

- 7 AMORTIZED COST OF HELD-TO-MATURITY SECURITIES SOLD OR TRANSFERRED TO AVAILABLE-FOR-SALE OR TRADING SECURITIES DURING THE CALENDAR YEAR-TO-DATE (REPORT THE AMORTIZED COST AT DATE OF SALE OR TRANSFER).....
- 8. NOT APPLICABLE
- 9 STRUCTURED NOTES (INCLUDED IN THE HELD-TO-MATURITY AND AVAILABLE-FOR-SALE ACCOUNTS IN SCHEDULE RC-B, ITEMS 2, 3, AND 5):
 - A. AMORTIZED COST.....
 - B. FAIR VALUE.....

0 M.7.
RCON1778

1,000 M.9.A.
RCON8782
989 M.9.B.
RCON8783

- (1) INCLUDES HELD-TO-MATURITY SECURITIES AT AMORTIZED COST AND AVAILABLE-FOR-SALE SECURITIES AT FAIR VALUE.
- (2) EXCLUDE EQUITY SECURITIES, E G., INVESTMENTS IN MUTUAL FUNDS, FEDERAL RESERVE STOCK, COMMON STOCK, AND PREFERRED STOCK.
- (3) REPORT FIXED RATE DEBT SECURITIES BY REMAINING MATURITY AND FLOATING RATE DEBT SECURITIES BY REPRICING FREQUENCY.
- (4) SUM OF MEMORANDUM ITEMS 2 A. (1) THROUGH 2 A (6) PLUS ANY NONACCRUAL DEBT SECURITIES IN THE CATEGORIES OF DEBT SECURITIES REPORTED IN MEMORANDUM ITEM 2.A THAT ARE INCLUDED IN SCHEDULE RC-N, ITEM 6, COLUMN C, MUST EQUAL SCHEDULE RC-B, SUM OF ITEMS 1, 2, 3, AND 5, COLUMNS A AND D, PLUS MORTGAGE PASS-THROUGH SECURITIES OTHER THAN THOSE BACKED BY CLOSED-END FIRST LIEN 1-4 FAMILY RESIDENTIAL MORTGAGES INCLUDED IN SCHEDULE RC-B, ITEM 4.A, COLUMNS A AND D.
- (5) SUM OF MEMORANDUM ITEMS 2 B. (1) THROUGH 2 B. (6) PLUS ANY NONACCRUAL MORTGAGE PASS-THROUGH SECURITIES BACKED BY CLOSED-END FIRST LIEN 1-4 FAMILY RESIDENTIAL MORTGAGES INCLUDED IN SCHEDULE RC-N, ITEM 6, COLUMN C, MUST EQUAL SCHEDULE RC-B, ITEM 4.A, SUM OF COLUMNS A AND D, LESS THE AMOUNT OF MORTGAGE PASS-THROUGH SECURITIES OTHER THAN THOSE BACKED BY CLOSED-END FIRST LIEN 1-4 FAMILY RESIDENTIAL MORTGAGES INCLUDED IN SCHEDULE RC-B, ITEM 4 A, COLUMNS A AND D.
- (6) SUM OF MEMORANDUM ITEMS 2.C. (1) AND 2.C. (2) PLUS ANY NONACCRUAL "OTHER MORTGAGE-BACKED SECURITIES" INCLUDED IN SCHEDULE RC-N, ITEM 6, COLUMN C, MUST EQUAL SCHEDULE RC-B, ITEM 4 B, SUM OF COLUMNS A AND D.

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SCHEDULE: RC-C - LOANS AND LEASE FINANCING RECEIVABLES

(C215)

PART I. LOANS AND LEASES

DO NOT DEDUCT THE ALLOWANCE FOR LOAN AND LEASE
 LOSSES FROM AMOUNTS REPORTED IN THIS SCHEDULE.
 REPORT TOTAL LOANS AND LEASES, NET OF UNEARNED
 INCOME. EXCLUDE ASSETS HELD FOR TRADING
 AND COMMERCIAL PAPER.

DOLLAR AMOUNTS IN THOUSANDS

BIL/MIL/THOU

DOLLAR AMOUNTS IN THOUSANDS		BIL/MIL/THOU
1. LOANS SECURED BY REAL ESTATE.		
A. CONSTRUCTION AND LAND DEVELOPMENT	RCON1415	712 1.A.
B. SECURED BY FARMLAND (INCLUDING FARM RESIDENTIAL AND OTHER IMPROVEMENTS)	RCON1420	1,072 1.B
C. SECURED BY 1-4 FAMILY RESIDENTIAL PROPERTIES:		
(1) REVOLVING, OPEN-END LOANS SECURED BY 1-4 FAMILY OF CREDIT	RCON1797	0 1.C (1)
(2) ALL OTHER LOANS SECURED BY 1-4 FAMILY RESIDENTIAL PROPERTIES:		
(A) SECURED BY FIRST LIENS	RCON5367	9,952 1 C. (2) (A)
(B) SECURED BY JUNIOR LIENS	RCON5368	666 1.C. (2) (B)
D. SECURED BY MULTIFAMILY (5 OR MORE) RESIDENTIAL PROPERTIES	RCON1460	118 1 D
E. SECURED BY NONFARM NONRESIDENTIAL PROPERTIES	RCON1480	6,547 1 E
2. LOANS TO DEPOSITORY INSTITUTIONS		
A. TO COMMERCIAL BANKS IN THE U.S		
(1) TO U.S. BRANCHES AND AGENCIES OF FOREIGN BANKS	RCON1506	0 2 A (1)
(2) TO OTHER COMMERCIAL BANKS IN THE U.S	RCON1507	0 2.A. (2)
B. TO OTHER DEPOSITORY INSTITUTIONS IN THE U S		
	RCON1517	0 2.B.
C. TO BANKS IN FOREIGN COUNTRIES:		
(1) TO FOREIGN BRANCHES OF OTHER U S BANKS	RCON1513	0 2.C. (1)
(2) TO OTHER BANKS IN FOREIGN COUNTRIES	RCON1516	0 2.C. (2)
3. LOANS TO FINANCE AGRICULTURAL PRODUCTION AND OTHER LOANS TO FARMERS		
	RCON1590	3,166 3.
4. COMMERCIAL AND INDUSTRIAL LOANS:		
A. TO U.S. ADDRESSEES (DOMICILE)	RCON1763	16,197 4 A.
B. TO NON-U.S. ADDRESSEES (DOMICILE)	RCON1764	0 4.B
5. ACCEPTANCES OF OTHER BANKS		
	RCON1755	0 5.
6. LOANS TO INDIVIDUALS FOR HOUSEHOLD, FAMILY, AND OTHER PERSONAL EXPENDITURES (I.E., CONSUMER LOANS) (INCLUDES PURCHASED PAPER):		
A. CREDIT CARDS AND RELATED PLANS (INCLUDES CHECK CREDIT AND OTHER REVOLVING CREDIT PLANS)	RCON2008	0 6.A
B. OTHER (INCLUDES SINGLE PAYMENT, INSTALLMENT, AND ALL STUDENT LOANS)	RCON2011	32,073 6 B.

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	DOLLAR AMOUNTS IN THOUSANDS	[C215] BIL/MIL/THOU	
7	LOANS TO FOREIGN GOVERNMENTS AND OFFICIAL INSTITUTIONS (INCLUDING FOREIGN CENTRAL BANKS).....	RCON2081	0 7.
8	OBLIGATIONS (OTHER THAN SECURITIES AND LEASES) OF STATES AND POLITICAL SUBDIVISIONS IN THE U.S.....	RCON2107	375 8.
9	OTHER LOANS:		
A	LOANS FOR PURCHASING OR CARRYING SECURITIES (SECURED AND UNSECURED).....	RCON1545	127 9.A.
B	ALL OTHER LOANS (EXCLUDE CONSUMER LOANS).....	RCON1564	594 9.B.
10.	LEASE FINANCING RECEIVABLES (NET OF UNEARNED INCOME).....	RCON2165	0 10.
11.	LESS: ANY UNEARNED INCOME ON LOANS REFLECTED IN ITEMS 1 THROUGH 9 ABOVE.....	RCON2123	4,001 11.
12.	TOTAL LOANS AND LEASES, NET OF UNEARNED INCOME (SUM OF ITEMS 1 THROUGH 10 MINUS ITEM 11) (MUST EQUAL SCHEDULE RC, ITEM 4 A).....	RCON2122	67,598 12.

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[C215]

PART I. CONTINUED

MEMORANDA

DOLLAR AMOUNTS IN THOUSANDS

BIL/MIL/THOU

1. NOT APPLICABLE			
2. LOANS (1) AND LEASES RESTRUCTURED AND IN COMPLIANCE WITH MODIFIED TERMS (INCLUDED IN SCHEDULE RC-C, PART I, ABOVE AND NOT REPORTED AS PAST DUE OR NONACCRUAL IN SCHEDULE RC-N, MEMORANDUM ITEM 1).			
A. REAL ESTATE LOANS	RCON1617	0	M.2.A
B. ALL OTHER LOANS AND ALL LEASE FINANCING RECEIVABLES (EXCLUDE LOANS TO INDIVIDUALS FOR HOUSEHOLD, FAMILY, AND OTHER PERSONAL EXPENDITURES)	RCON8691	0	M.2.B
3. MATURITY AND REPRICING DATA FOR LOANS AND LEASES (EXCLUDING THOSE IN NONACCRUAL STATUS)			
A. CLOSED-END LOANS SECURED BY FIRST LIENS ON 1-4 FAMILY RESIDENTIAL PROPERTIES (REPORTED IN SCHEDULE RC-C, PART I, ITEM 1.C (2) (A)) WITH A REMAINING MATURITY OR REPRICING FREQUENCY OF (2), (3)			
(1) THREE MONTHS OR LESS	RCONA564	2,390	M.3.A (1)
(2) OVER THREE MONTHS THROUGH 12 MONTHS	RCONA565	6,023	M.3.A (2)
(3) OVER ONE YEAR THOUGH THREE YEARS	RCONA566	133	M.3.A (3)
(4) OVER THREE YEARS THROUGH FIVE YEARS	RCONA567	965	M.3.A (4)
(5) OVER FIVE YEARS THROUGH 15 YEARS	RCONA568	441	M.3.A (5)
(6) OVER 15 YEARS	RCONA569	0	M.3.A (6)
B. ALL LOANS AND LEASES (REPORTED IN SCHEDULE RC-C, PART I, ITEMS 1 THROUGH 10) EXCLUDING CLOSED-END LOANS SECURED BY FIRST LIENS ON 1-4 FAMILY RESIDENTIAL PROPERTIES (REPORTED IN SCHEDULE RC-C, PART I, ITEM 1.C (2) (A)) WITH A REMAINING MATURITY OR REPRICING FREQUENCY OF (2), (4)			
(1) THREE MONTHS OR LESS	RCONA570	26,873	M.3.B (1)
(2) OVER THREE MONTHS THROUGH 12 MONTHS	RCONA571	11,090	M.3.B (2)
(3) OVER ONE YEAR THOUGH THREE YEARS	RCONA572	11,887	M.3.B (3)
(4) OVER THREE YEARS THROUGH FIVE YEARS	RCONA573	10,138	M.3.B (4)
(5) OVER FIVE YEARS THROUGH 15 YEARS	RCONA574	1,360	M.3.B (5)
(6) OVER 15 YEARS	RCONA575	102	M.3.B (6)
C. LOANS AND LEASES (REPORTED IN SCHEDULE RC-C, PART I, ITEMS 1 THROUGH 10) WITH A REMAINING MATURITY OF ONE YEAR OR LESS	RCONA247	23,355	M.3.C
D. LOANS SECURED BY NONFARM NONRESIDENTIAL PROPERTIES (REPORTED IN SCHEDULE RC-C, PART I, ITEM 1 E) WITH A REMAINING MATURITY OF OVER FIVE YEARS (INCLUDED IN MEMORANDUM ITEM 3.B ABOVE)	RCONA577	3,794	M.3.D.
E. COMMERCIAL AND INDUSTRIAL LOANS (REPORTED IN SCHEDULE RC-C, PART I, ITEM 4) WITH A REMAINING MATURITY OF OVER THREE YEARS	RCONA578	3,480	M.3.E.
4. LOANS TO FINANCE COMMERCIAL REAL ESTATE, CONSTRUCTION, AND LAND DEVELOPMENT ACTIVITIES (NOT SECURED BY REAL ESTATE) INCLUDED IN SCHED RC-C, PART I, ITEMS 4 AND 9 B, PAGE RC-6 (5)	RCON2746	0	M.4.

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SCHEDULE: RC-C - CONTINUED

		(C215)	
		BIL/MIL/THOU	
5. LOANS AND LEASES HELD FOR SALE (INCLUDED IN SCHEDULE RC-C PART I, ABOVE).....	RCON5369	0	M.5.
6. ADJUSTABLE RATE CLOSED-END LOANS SECURED BY FIRST LIENS ON 1-4 FAMILY RESIDENTIAL PROPERTIES (INCLUDED IN SCHEDULE RC-C, PART I, ITEM 1.C.(2)(A), PAGE RC-6).....	RCON5370	8,479	M.6.

-
- (1) SEE INSTRUCTIONS FOR LOAN CLASSIFICATIONS USED IN MEMORANDUM ITEM 2.
 - (2) REPORT FIXED RATE LOANS AND LEASES BY REMAINING MATURITY AND FLOATING RATE LOANS BY REPRICING FREQUENCY.
 - (3) SUM OF MEMORANDUM ITEMS 3 A.(1) THROUGH 3.A.(6) PLUS TOTAL NONACCRUAL CLOSED-END LOANS SECURED BY FIRST LIENS ON 1-4 FAMILY RESIDENTIAL PROPERTIES INCLUDED IN SCHEDULE RC-N, MEMORANDUM ITEM 4.C (2), COLUMN C, MUST EQUAL TOTAL CLOSED-END LOANS SECURED BY FIRST LIENS ON 1-4 FAMILY RESIDENTIAL PROPERTIES FROM SCHEDULE RC-C, PART 1.C.(2)(A).
 - (4) SUM OF MEMORANDUM ITEMS 3 B (1) THROUGH 3 B.(6), PLUS TOTAL NONACCRUAL LOANS AND LEASES FROM SCHEDULE RC-N, SUM OF ITEMS 1 THROUGH 5, COLUMN C, MINUS NONACCRUAL CLOSED-END LOANS SECURED BY FIRST LIENS ON 1-4 FAMILY RESIDENTIAL PROPERTIES INCLUDED IN SCHEDULE RC-N, MEMORANDUM ITEM 4.C (2), COLUMN C, MUST EQUAL TOTAL LOANS AND LEASES FROM SCHEDULE RC-C, PART I, SUM OF ITEMS 1 THROUGH 10, MINUS TOTAL CLOSED-END LOANS SECURED BY FIRST LIENS ON 1-4 FAMILY RESIDENTIAL PROPERTIES FROM SCHEDULE RC-C, PART 1, ITEM 1.C.(2)(A).
 - (5) EXCLUDE LOANS SECURED BY REAL ESTATE THAT ARE INCLUDED IN SCHEDULE RC-C, PART I, ITEM 1.A THROUGH 1.E.

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SCHEDULE: RC-E - DEPOSIT LIABILITIES

	TRANSACTION ACCOUNTS (COLUMN A) TOTAL TRANSACTION ACCOUNTS (INCLUDING TOTAL DEMAND DEPOSITS)	TRANSACTION ACCOUNTS (COLUMN B) MEMO: TOTAL DEMAND DEPOSITS (INCLUDED IN COLUMN A)	NONTRAN ACCOUNTS (COLUMN C) TOTAL NONTRAN ACCOUNTS (INCLUDING MMDA'S)	[C225]
DOLLAR AMOUNTS IN THOUSANDS	BIL/MIL/THOU	BIL/MIL/THOU	BIL/MIL/THOU	
DEPOSITS OF:				
1. INDIVIDUALS, PARTNERSHIPS, AND CORPORATIONS	RCON2201 28,827	RCON2240 11,617	RCON2346 87,671	1.
2. U.S. GOVERNMENT	RCON2202 19	RCON2280 19	RCON2520 0	2.
3. STATES & POLITICAL SUBDIVISIONS IN THE U.S.	RCON2203 5,253	RCON2290 495	RCON2530 12,152	3.
4. COMMERCIAL BANKS IN THE U.S.	RCON2206 0	RCON2310 0	RCON2550 0	4.
5. OTHER DEPOSITORY INSTITUTIONS IN THE U.S.	RCON2207 38	RCON2312 0	RCON2349 0	5.
6. BANKS IN FOREIGN COUNTRIES	RCON2213 0	RCON2320 0	RCON2236 0	6.
7. FOREIGN GOVERNMENTS AND OFFICIAL INSTITU- TIONS (INCLUDING FOREIGN CENTRAL BANKS)	RCON2216 0	RCON2300 0	RCON2377 0	7.
8. CERTIFIED AND OFFICIAL CHECKS	RCON2330 1,910	RCON2330 1,910		8.
9. TOTAL (SUM OF ITEMS 1 THROUGH 8) (SUM OF COLUMNS A AND C MUST EQUAL SCHEDULE RC, ITEM 13.A)	RCON2215 36,047	RCON2210 14,041	RCON2385 99,823	9.

DOLLAR AMOUNTS IN THOUSANDS	BIL/MIL/THOU	
MEMORANDA		
1. SELECTED COMPONENTS OF TOTAL DEPOSITS (I.E., SUM OF ITEM 9, COLUMNS A AND C):		
A. TOTAL INDIVIDUAL RETIREMENT ACCOUNTS (IRA'S) AND KEOGH PLAN ACCOUNTS	RCON6835 7,623	M.1.A
B. TOTAL BROKERED DEPOSITS	RCON2365 0	M.1.B
C. FULLY INSURED BROKERED DEPOSITS INCLUDED IN MEMORANDUM ITEM 1.B ABOVE)		
(1) ISSUED IN DENOMINATIONS OF LESS THAN \$100,000	RCON2343 0	M.1.C.(1)
(2) ISSUED EITHER IN DENOMINATIONS OF \$100,000 OR IN DENOMINATIONS GREATER THAN \$100,000 AND PARTICIPATED OUT BY THE BROKER IN SHARES OF \$100,000 OR LESS	RCON2344 0	M.1.C.(2)
D. MATURITY DATA FOR BROKERED DEPOSITS		
1. BROKERED DEPOSITS ISSUED IN DENOMINATIONS OF LESS THAN \$100,000 WITH A REMAINING MATURITY OF ONE YEAR OR LESS (INCLUDED IN MEMORANDUM ITEM 1.C.1 ABOVE)	RCONA243 0	M.1.D.(1)
2. BROKERED DEPOSITS ISSUED IN DENOMINATIONS ON \$100,000 OR MORE WITH A REMAINING MATURITY OF ONE YEAR OR LESS (INCLUDED IN MEMORANDUM ITEM 1.B ABOVE)	RCONA244 0	M.1.D.(2)

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SCHEDULE RC-E - CONTINUED

MEMORANDA (CONTINUED)

[C225]

DOLLAR AMOUNTS IN THOUSANDS

BIL/MIL/THOU

E PREFERRED DEPOSITS (UNINSURED DEPOSITS OF STATES AND POLITICAL SUBDIVISIONS IN THE U.S. REPORTED IN ITEM 3 ABOVE WHICH ARE SECURED OR COLLATERALIZED AS REQUIRED UNDER STATE LAW) (TO BE COMPLETED FOR THE DECEMBER REPORT ONLY).....		
2. COMPONENTS OF TOTAL NONTRANSACTION ACCOUNTS (SUM OF MEMORANDA ITEMS 2.A THROUGH 2.D MUST EQUAL ITEM 9, COLUMN C ABOVE):		
A SAVINGS DEPOSITS:		
(1) MONEY MARKET DEPOSIT ACCOUNTS (MMDA'S).....	RCON5590	0 M 1.B.
(2) OTHER SAVINGS DEPOSITS (EXCLUDES MMDA'S).....	RCON6810	6,319 M.2.A.(1)
B TOTAL TIME DEPOSITS LESS THAN \$100,000..	RCON0352	8,856 M.2.A.(2)
C TOTAL TIME DEPOSITS OF \$100,000 OR MORE.	RCON6648	38,974 M 2.B.
3 ALL NOW ACCOUNTS (INCLUDED IN COLUMN A ABOVE).....	RCON2604	45,674 M.2.C.
4. NOT APPLICABLE	RCON2398	22,006 M.3.
5 MATURITY AND REPRICING DATA FOR TIME DEPOSITS OF LESS THAN \$100,000:		
A. TIME DEPOSITS OF LESS THAN \$100,000 WITH A REMIANING MATURITY OR REPRICING FREQUENCY OF: (1), (2)		
(1) THREE MONTHS OR LESS.....	RCONA579	13,537 M 5.A.(1)
(2) OVER THREE MONTHS THROUGH 12 MONTHS	RCONA580	18,085 M.5.A.(2)
(3) OVER ONE YEAR THROUGH 3 YEARS.....	RCONA581	7,335 M 5.A.(3)
(4) OVER THREE YEARS.....	RCONA582	17 M.5.A.(4)
B TIME DEPOSITS OF LESS THAN \$100,000 WITH A REMAINING MATURITY OF ONE YEAR OR LESS (INCLUDED IN MEMORANDUM ITEMS 5 A.(1) THROUGH 5.A.(4) ABOVE).....		
	RCONA241	30,478 M.5.B.

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[C225]

6. MATURITY AND REPRICING DATA FOR TIME DEPOSITS OF \$100,000 OR MORE:

- A. TIME DEPOSITS OF \$100,000 OR MORE WITH A REMAINING MATURITY OR REPRICING FREQUENCY OF: (1), (3)
(1) THREE MONTHS OR LESS.....
(2) OVER THREE MONTHS THROUGH 12 MONTHS.
(3) OVER ONE YEAR THROUGH THREE YEARS...
(4) OVER THREE YEARS.....

RCONA584	18,060	M.6 A (1)
RCONA585	21,570	M.6.A.(2)
RCONA586	4,530	M.6.A (3)
RCONA587	1,514	M.6.A (4)

- B. TIME DEPOSITS OF \$100,000 OR MORE WITH A REMAINING MATURITY OF ONE YEAR OR LESS (INCLUDED IN MEMORANDUM ITEMS 6.A.(1) THROUGH 6 A (4) ABOVE) . . .

RCONA242	37,141	M.6 B
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- (1) REPORT FIXED RATE TIME DEPOSITS BY REMAINING MATURITY AND FLOATING RATE TIME DEPOSITS BY REPRICING FREQUENCY.
(2) SUM OF MEMORANDUM ITEMS 5.A (1) THROUGH 5.A.(4) MUST EQUAL SCHEDULE RC-E, MEMORANDUM ITEM 2 B ABOVE
(3) SUM OF MEMORANDUM ITEMS 6 A (1) THROUGH 6.A.(4) MUST EQUAL SCHEDULE RC-E, MEMORANDUM ITEM 2.C ABOVE.

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SCHEDULE: RC-F - OTHER ASSETS

DOLLAR AMOUNTS IN THOUSANDS	[C230] BIL/MIL/THOU		
1. INCOME EARNED, NOT COLLECTED ON LOANS.....	RCON2164	765	1.
2. NET DEFERRED TAX ASSETS (1).....	RCON2148	0	2.
3. INTEREST-ONLY STRIPS RECEIVABLE(NOT IN THE FORM OF A SECURITY) (2) ON:			
A. MORTGAGE LOANS.....	RCONA519	0	3.A.
B. OTHER FINANCIAL ASSETS(1).....	RCONA520	0	3.B.
4. OTHER (ITEMIZE AND DESCRIBE AMOUNTS THAT EXCEED 25% OF THIS ITEM).....	RCON2160	1,355	4.
A. [TEXT3549] INT EARNED NOT COLLECTED SECURITIES.....	RCON3549	919	4.A.
B. [TEXT3550].....	RCON3550	0	4.B.
C. [TEXT3551].....	RCON3551	0	4.C.
5. TOTAL (SUM OF ITEMS 1 THROUGH 4) (MUST EQUAL SCHEDULE RC, ITEM 11).....	RCON2160	2,120	5.

MEMORANDUM

DOLLAR AMOUNTS IN THOUSANDS	BIL/MIL/THOU		
1. DEFERRED TAX ASSETS DISALLOWED FOR REGULATORY CAPITAL PURPOSES.....	RCON5610	0	M.1.

-
- (1) SEE DISCUSSION OF DEFERRED INCOME TAXES IN GLOSSARY ENTRY ON "INCOME TAXES."
 - (2) REPORT INTEREST-ONLY STRIPS RECEIVABLE IN THE FORM OF A SECURITY AS AVAILABLE-FOR-SALE SECURITIES IN SCHEDULE RC, ITEM 2.B, OR AS TRADING ASSETS IN SCHEDULE RC, ITEM 5, AS APPROPRIATE.

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SCHEDULE: RC-G - OTHER LIABILITIES

DOLLAR AMOUNTS IN THOUSANDS		[C235] BIL/MIL/THOU		
1. A. INTEREST ACCRUED AND UNPAID ON DEPOSITS (3)		RCON3645	407	1.A.
B. OTHER EXPENSES ACCRUED AND UNPAID (INCLUDES ACCRUED INCOME TAXES PAYABLE).....		RCON3646	306	1.B.
2. NET DEFERRED TAX LIABILITIES (1)		RCON3049	521	2.
3. MINORITY INTEREST IN CONSOLIDATED SUBSIDIARIES		RCON3000	0	3.
4. OTHER (ITEMIZE AND DESCRIBE AMOUNTS THAT EXCEED 25% OF THIS ITEM).....		RCON2938	15	4.
A. [TEXT3552] RESERVE FOR DOUBTFUL INTEREST.....	RCON3552	10		4.A.
B. [TEXT3553] MORTGAGE ESCROW.....	RCON3553	5		4.B.
C. [TEXT3554].....	RCON3554	0		4.C.
5. TOTAL (SUM OF ITEMS 1 THROUGH 4) (MUST EQUAL SCHEDULE RC, ITEM 20)		RCON2930	1,249	5.

- (1) SEE DISCUSSION OF DEFERRED INCOME TAXES IN GLOSSARY
ENTRY ON "INCOME TAXES."
(3) FOR SAVINGS BANKS, INCLUDE "DIVIDENDS" ACCRUED AND
UNPAID ON DEPOSITS

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SCHEDULE: RC-K - QUARTERLY AVERAGES (1)

DOLLAR AMOUNTS IN THOUSANDS		(C255) BIL/MIL/THOU	
ASSETS			
1	INTEREST-BEARING BALANCES DUE FROM DEPOSITORY INSTITUTIONS	RCON3381	99 1.
2.	U.S. TREASURY SECURITIES AND U.S. GOVERNMENT AGENCY OBLIGATIONS (3) (INCLUDING MORTGAGE-BACKED SECURITIES ISSUED OR GUARANTEED BY FNMA, PHLMC, OR GNMA)	RCON3382	53,013 2.
3.	SECURITIES ISSUED BY STATES AND POLITICAL SUBDIVISIONS IN THE U.S. (3).....	RCON3383	5,398 3.
4.	A OTHER DEBT SECURITIES (3) (INCLUDING MORTGAGE-BACKED SECURITIES NOT ISSUED OR GUARANTEED BY FNMA, PHLMC, OR GNMA).....	RCON3647	2,905 4.A.
	B EQUITY SECURITIES (4) (INCLUDES INVESTMENTS IN MUTUAL FUNDS AND FEDERAL RESERVE STOCK)	RCON3648	118 4.B.
5	FEDERAL FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL.	RCON3365	16,683 5.
6	TOTAL LOANS (2):		
	A REAL ESTATE LOANS	RCON3286	19,301 6 A.
	B INSTALLMENT LOANS	RCON3287	32,731 6 B.
	C CREDIT CARDS AND RELATED PLANS	RCON3288	0 6 C.
	D COMMERCIAL (TIME AND DEMAND) AND ALL OTHER LOANS.....	RCON3289	19,556 6 D.
7	TRADING ASSETS.....	RCON3401	0 7
8	LEASE FINANCING RECEIVABLES (NET OF UNEARNED INCOME).....	RCON3484	0 8
9	TOTAL ASSETS (5).....	RCON3368	154,011 9.
LIABILITIES			
10.	INTEREST-BEARING TRANSACTION ACCOUNTS (NOW ACCOUNTS, ATS ACCOUNTS, AND TELEPHONE AND PREAUTHORIZED TRANSFER ACCOUNTS) (EXCLUDE DEMAND DEPOSITS).....	RCON3485	23,079 10.
11	NONTRANSACTION ACCOUNTS:		
	A. MONEY MARKET DEPOSIT ACCOUNTS (MMDA'S).....	RCON3486	6,152 11 A.
	B OTHER SAVINGS DEPOSITS.....	RCON3487	8,733 11 B.
	C TIME DEPOSITS OF \$100,000 OR MORE.....	RCONA514	44,771 11.C.
	D. TIME DEPOSITS OF LESS THAN \$100,000.....	RCONA529	38,443 11.D.
12	FEDERAL FUNDS PURCHASED AND SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE	RCON3353	0 12
13	OTHER BORROWED MONEY (INCLUDES MORTGAGE INDEBTEDNESS AND OBLIGATIONS UNDER CAPITALIZED LEASES).....	RCON3355	0 13

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[C255]
BIL/MIL/THOU

DOLLAR AMOUNTS IN THOUSANDS

MEMORANDA

1. TO BE COMPLETED BY BANKS WITH LOANS TO FINANCE AGRICULTURAL PRODUCTION AND OTHER LOANS TO FARMERS (SCHED RC-C, PART I, ITEM 3) EXCEEDING FIVE PERCENT OF TOTAL LOANS. AGRICULTURAL LOANS (2) INCLUDED IN ITEMS 6.A THROUGH 6.D ABOVE.....

RCO3379

3,670

M.1.

- (1) FOR ALL ITEMS, BANKS HAVE THE OPTION OF REPORTING EITHER (1) AN AVERAGE OF DAILY FIGURES FOR THE QUARTER OR (2) AN AVERAGE OF WEEKLY FIGURES (I.E., THE WEDNESDAY OF EACH WEEK OF THE QUARTER)
- (2) SEE INSTRUCTIONS FOR LOAN CLASSIFICATIONS USED IN THIS SCHEDULE.
- (3) QUARTERLY AVERAGES FOR ALL DEBT SECURITIES SHOULD BE BASED ON AMORTIZED COST.
- (4) QUARTERLY AVERAGES FOR ALL EQUITY SECURITIES SHOULD BE BASED ON HISTORICAL COST.
- (5) THE QUARTERLY AVERAGE FOR TOTAL ASSETS SHOULD REFLECT ALL DEBT SECURITIES (NOT HELD FOR TRADING) AT AMORTIZED COST, EQUITY SECURITIES WITH READILY DETERMINABLE FAIR VALUES AT THE LOWER OF COST OR FAIR VALUE, AND EQUITY SECURITIES WITHOUT READILY DETERMINABLE FAIR VALUES AT HISTORICAL COST.

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SCHEDULE: RC-L - OFF-BALANCE SHEET ITEMS

[C260]

PLEASE READ CAREFULLY THE INSTRUCTIONS FOR THE PREPARATION OF SCHEDULE RC-L. SOME OF THE AMOUNTS REPORTED IN SCHEDULE RC-L ARE REGARDED AS VOLUME INDICATORS AND NOT NECESSARILY AS MEASURES OF RISK.

	DOLLAR AMOUNTS IN THOUSANDS	BIL/MIL/THOU	
1. UNUSED COMMITMENTS:			
A REVOLVING, OPEN-END LINES SECURED BY 1-4 FAMILY RESIDENTIAL PROPERTIES, E G., HOME EQUITY LINES.....		RCON3814	0 1.A.
B. CREDIT CARD LINES.....		RCON3815	0 1.B.
C. COMMERCIAL REAL ESTATE, CONSTRUCTION, AND LAND DEVELOPMENT:			
(1) COMMITMENTS TO FUND LOANS SECURED BY REAL ESTATE ...		RCON3816	142 1 C. (1)
(2) COMMITMENTS TO FUND LOANS NOT SECURED BY REAL ESTATE.....		RCON6550	0 1.C (2)
D SECURITIES UNDERWRITING.....		RCON3817	0 1.D.
E OTHER UNUSED COMMITMENTS.....		RCON3818	1,089 1 E
		MIL/THOU	
2 FINANCIAL STANDBY LETTERS OF CREDIT.....		RCON3819	425 2.
A AMOUNT OF FINANCIAL STANDBY LETTERS OF CREDIT CONVEYED TO OTHERS.....	RCON3820	0	2.A.
3. PERFORMANCE STANDBY LETTERS OF CREDIT.....		RCON3821	0 3.
A AMOUNT OF PERFORMANCE STANDBY LETTERS OF CREDIT CONVEYED TO OTHERS.....	RCON3822	0	3.A.
4 COMMERCIAL AND SIMILAR LETTERS OF CREDIT.....		RCON3411	0 4.
5. PARTICIPATIONS IN ACCEPTANCES (AS DESCRIBED IN THE INSTRUCTIONS) CONVEYED TO OTHERS BY THE REPORTING BANK.....		RCON3428	0 5.
6. PARTICIPATIONS IN ACCEPTANCES (AS DESCRIBED IN THE INSTRUCTIONS) ACQUIRED BY THE REPORTING (NONACCEPTING) BANK.....		RCON3429	0 6.
7. SECURITIES BORROWED.....		RCON3432	0 7.
8 SECURITIES LENT (INCLUDING CUSTOMERS' SECURITIES LENT WHERE THE CUSTOMER IS INDEMNIFIED AGAINST LOSS BY THE REPORTING BANK).....		RCON3433	0 8.
9 FINANCIAL ASSETS TRANSFERRED WITH RECOURSE THAT HAVE BEEN TREATED AS SOLD FOR CALL REPORT PURPOSES:			
A FIRST LIEN 1-4 FAMILY RESIDENTIAL MORTGAGE LOANS:			
(1) OUTSTANDING PRINCIPAL BALANCE OF MORTGAGES TRANSFERRED AS OF THE REPORT DATE.....		RCONA521	0 9.A. (1)
(2) AMOUNT OF RECOURSE EXPOSURE ON THESE MORTGAGES AS OF THE REPORT DATE.....		RCONA522	0 9 A. (2)
B OTHER FINANCIAL ASSETS (EXCLUDING SMALL BUSINESS OBLIGATIONS REPORTED IN ITEM 9.C):			
(1) OUTSTANDING PRINCIPAL BALANCE OF ASSETS TRANSFERRED AS OF THE REPORT DATE.....		RCONA523	0 9 B (1)
(2) AMOUNT OF RECOURSE EXPOSURE ON THESE ASSETS AS OF THE REPORT DATE.....		RCONA524	0 9 B. (2)
C SMALL BUSINESS OBLIGATIONS TRANSFERRED WITH RECOURSE UNDER SECTION 208 OF THE RIEGLE COMMUNITY DEVELOPMENT AND REGULATORY IMPROVEMENT ACT OF 1994:			
1. OUTSTANDING PRINCIPAL BALANCE OF SMALL BUSINESS OBLIGATIONS TRANSFERRED AS OF THE REPORT DATE.....		RCONA249	0 9 C. (1)
2. AMOUNT OF RETAINED RECOURSE ON THESE OBLIGATIONS AS OF THE REPORT DATE.....		RCONA250	0 9 C. (2)

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DOLLAR AMOUNTS IN THOUSANDS		MIL/THOU	[C260]
10. NOTIONAL AMOUNT OF CREDIT DERIVATIVES:			
A. CREDIT DERIVATIVES ON WHICH THE REPORTING BANK IS THE GUARANTOR.....	RCONA534	0	10.A.
B. CREDIT DERIVATIVES ON WHICH THE REPORTING BANK IS THE BENEFICIARY.....	RCONA535	0	10.B.
	RCON8765	0	11
11. SPOT FOREIGN EXCHANGE CONTRACTS			
12. ALL OTHER OFF-BALANCE SHEET LIABILITIES (EXCLUDE OFF-BALANCE SHEET DERIVATIVES) (ITEMIZE AND DESCRIBE EACH COMPONENT OF THIS ITEM OVER 25% OF SCHEDULE RC, ITEM 28, "TOTAL EQUITY CAPITAL").....			
A. [TEXT3555].....	RCON3555	0	12.
B. [TEXT3556].....	RCON3556	0	12.A.
C. [TEXT3557].....	RCON3557	0	12.B
D. [TEXT3558].....	RCON3558	0	12 C
			12.D.
13. ALL OTHER OFF-BALANCE SHEET ASSETS (ITEMIZE AND DESCRIBE EACH COMPONENT OF THIS ITEM OVER 25% OF SCHEDULE RC, ITEM 28, "TOTAL EQUITY CAPITAL").....			
A. [TEXT5592].....	RCON5592	0	13
B. [TEXT5593].....	RCON5593	0	13.A
C. [TEXT5594].....	RCON5594	0	13.B.
D. [TEXT5595].....	RCON5595	0	13.C.
			13 D.

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SCHEDULE: RC-L2 - OFF-BALANCE SHEET ITEMS (CONTINUED)

[C261]

DOLLAR AMOUNTS IN THOUSANDS

OFF-BALANCE SHEET DERIVATIVES POSITION INDICATORS

14. GROSS AMOUNTS (E G , NOTIONAL AMOUNTS) (FOR EACH COLUMN, SUM OF ITEMS 14 A THROUGH 14 E MUST EQUAL SUM OF ITEMS 15, 16 A, AND 16 B):

	(COLUMN A) INTEREST RATE CONTRACTS	(COLUMN B) FOREIGN EXCHANGE CONTRACTS	(COLUMN C) EQUITY DERIVATIVE CONTRACTS	(COLUMN D) COMMODITY AND OTHER CONTRACTS	
	MIL/THOU	MIL/THOU	MIL/THOU	MIL/THOU	
A. FUTURES CONTRACTS.....	0	0	0	0	14 A
	RCON8693	RCON8694	RCON8695	RCON8696	
B. FORWARD CONTRACTS.....	0	0	0	0	14 B
	RCON8697	RCON8698	RCON8699	RCON8700	
C. EXCHANGE-TRADED OPTION CONTRACTS:					
(1) WRITTEN OPTIONS.....	0	0	0	0	14 C. (1)
	RCON8701	RCON8702	RCON8703	RCON8704	
(2) PURCHASED OPTIONS.....	0	0	0	0	14.C. (2)
	RCON8705	RCON8706	RCON8707	RCON8708	
D. OVER-THE-COUNTER OPTION CONTRACTS:					
(1) WRITTEN OPTIONS.....	0	0	0	0	14.D (1)
	RCON8709	RCON8710	RCON8711	RCON8712	
(2) PURCHASED OPTIONS.....	0	0	0	0	14.D. (2)
	RCON8713	RCON8714	RCON8715	RCON8716	
E. SWAPS.....	0	0	0	0	14.E.
	RCON3450	RCON3826	RCON8719	RCON8720	
15 TOTAL GROSS NOTIONAL AMOUNT OF DERIVATIVE CONTRACTS HELD FOR TRADING.....	0	0	0	0	15.
	RCONA126	RCONA127	RCON8723	RCON8724	
16. TOTAL GROSS NOTIONAL AMOUNT OF DERIVATIVE CONTRACTS HELD FOR PURPOSES OTHER THAN TRADING:					
A CONTRACTS MARKED TO MARKET.....	0	0	0	0	16.A.
	RCON8725	RCON8726	RCON8727	RCON8728	
B. CONTRACTS NOT MARKED TO MARKET.....	0	0	0	0	16.B
	RCON8729	RCON8730	RCON8731	RCON8732	
C. INTEREST RATE SWAPS WHERE THE BANK HAS AGREED TO PAY A FIXED RATE.....	0				16 C.
	RCONA589				
17. GROSS FAIR VALUES OF DERIVATIVE CONTRACTS:					
A CONTRACTS HELD FOR TRADING:					
(1) GROSS POSITIVE FAIR VALUE.....	0	0	0	0	17.A (1)
	RCON8733	RCON8734	RCON8735	RCON8736	
(2) GROSS NEGATIVE FAIR VALUE.....	0	0	0	0	17 A. (2)
	RCON8737	RCON8738	RCON8739	RCON8740	
B CONTRACTS HELD FOR PURPOSES OTHER THAN TRADING THAT ARE MARKED TO MARKET:					
(1) GROSS POSITIVE FAIR VALUE.....	0	0	0	0	17 B. (1)
	RCON8741	RCON8742	RCON8743	RCON8744	
(2) GROSS NEGATIVE FAIR VALUE.....	0	0	0	0	17 B. (2)
	RCON8745	RCON8746	RCON8747	RCON8748	
C CONTRACTS HELD FOR PURPOSES OTHER THAN TRADING THAT ARE NOT MARKED TO MARKET:					
(1) GROSS POSITIVE FAIR VALUE.....	0	0	0	0	17 C (1)
	RCON8749	RCON8750	RCON8751	RCON8752	
(2) GROSS NEGATIVE FAIR VALUE.....	0	0	0	0	17.C (2)
	RCON8753	RCON8754	RCON8755	RCON8756	

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SCHEDULE: RC-L2 - CONTINUED

MEMORANDA

DOLLAR AMOUNTS IN THOUSANDS

MIL/THOU (C261)

- 1.-2. NOT APPLICABLE
- 3. UNUSED COMMITMENTS WITH AN ORIGINAL MATURITY EXCEEDING ONE YEAR THAT ARE REPORTED IN SCHEDULE RC-L, ITEMS 1.A THROUGH 1.E, ABOVE (REPORT ONLY THE UNUSED PORTIONS OF COMMITMENTS THAT ARE FEE PAID OR OTHERWISE LEGALLY BINDING).....
- A. PARTICIPATIONS IN COMMITMENTS WITH AN ORIGINAL MATURITY EXCEEDING ONE YEAR CONVEYED TO OTHERS.....

391 M.3.
RCON3833
0 M 3.A.
RCON3834

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SCHEDULE RC-M - MEMORANDA

DOLLAR AMOUNTS IN THOUSANDS

MIL/THOU (C265)

1. EXTENSIONS OF CREDIT BY THE REPORTING BANK TO ITS EXECUTIVE OFFICERS, DIRECTORS, PRINCIPAL SHAREHOLDERS, AND THEIR RELATED INTERESTS AS OF THE REPORT DATE:			
A. AGGREGATE AMOUNT OF ALL EXTENSIONS OF CREDIT TO ALL EXECUTIVE OFFICERS, DIRECTORS, PRINCIPAL SHAREHOLDERS, AND THEIR RELATED INTERESTS.....			
	RCON6164	2,945	1 A.
B. NUMBER OF EXECUTIVE OFFICERS, DIRECTORS, AND PRINCIPAL SHAREHOLDERS TO WHOM THE AMOUNT OF ALL EXTENSIONS OF CREDIT BY THE REPORTING BANK (INCLUDING EXTENSIONS OF CREDIT TO RELATED INTERESTS) EQUALS OR EXCEEDS THE LESSER OF \$500,000 OR 5 PERCENT OF TOTAL CAPITAL AS DEFINED FOR THIS PURPOSE IN AGENCY.....			
	RCON6165	2	1 B.
2. FEDERAL FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL WITH U.S. BRANCHES AND AGENCIES OF FOREIGN BANKS(1) (INCLUDED IN SCHEDULE RC, ITEM 3).....			
	RCON3405	0	2.
3. NOT APPLICABLE			
4. OUTSTANDING PRINCIPAL BALANCE OF 1-4 FAMILY RESIDENTIAL MORTGAGE LOANS SERVICED FOR OTHERS (INCLUDE BOTH RETAINED SERVICING AND PURCHASED SERVICING):			
A. MORTGAGES SERVICED UNDER A GNMA CONTRACT ..			
	RCON5500	0	4 A.
B. MORTGAGES SERVICED UNDER A FHLMC CONTRACT:			
(1) SERVICED WITH RECOURSE TO SERVICER ..			
	RCON5501	0	4 B. (1)
(2) SERVICED WITHOUT RECOURSE TO SERVICER ..			
	RCON5502	0	4 B. (2)
C. MORTGAGES SERVICED UNDER A FNMA CONTRACT:			
(1) SERVICED UNDER A REGULAR OPTION CONTRACT ..			
	RCON5503	4,164	4 C. (1)
(2) SERVICED UNDER A SPECIAL OPTION CONTRACT.....			
	RCON5504	0	4 C. (2)
D. MORTGAGES SERVICED UNDER OTHER SERVICING CONTRACTS ..			
	RCON5505	0	4 D.
5. NOT APPLICABLE			
6. INTANGIBLE ASSETS:			
A. MORTGAGE SERVICING ASSETS.....			
	RCON3164	0	6 A.
(1) ESTIMATED FAIR VALUE OF MORTGAGE SERVICING ASSETS ..			
	RCONA590	0	6 A. (1)
B. OTHER IDENTIFIABLE INTANGIBLE ASSETS:			
(1) PURCHASED CREDIT CARD RELATIONSHIPS AND NONMORTGAGE SERVICING ASSETS.....			
	RCONB026	0	6 B. (1)
(2) ALL OTHER IDENTIFIABLE INTANGIBLE ASSETS.....			
	RCON5507	0	6 B. (2)
C. GOODWILL ..			
	RCON3163	0	6 C.
D. TOTAL (SUM OF ITEMS 6.A, 6.B.(1), 6 B.(2), AND 6.C) (MUST EQUAL SCHEDULE RC, ITEM 10).....			
	RCON2143	0	6 D.
E. INTANGIBLE ASSETS THAT HAVE BEEN GRANDFATHERED FOR REGULATORY CAPITAL PURPOSES.....			
	RCON6442	0	6 E.
7. MANDATORY CONVERTIBLE DEBT, NET OF COMMON OR PERPETUAL PREFERRED STOCK DEDICATED TO REDEEM THE DEBT ..			
	RCON3295	0	7.

(1) DO NOT REPORT FEDERAL FUNDS SOLD AND SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL WITH OTHER COMMERCIAL BANKS IN THE U.S. IN THIS ITEM.

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DOLLAR AMOUNTS IN THOUSANDS		MIL/THOU	[C265]
8. A. OTHER REAL ESTATE OWNED:			
(1) DIRECT AND INDIRECT INVESTMENTS IN REAL ESTATE VENTURES.....			
		RCON5372	0 8.A. (1)
(2) ALL OTHER REAL ESTATE OWNED:			
(A) CONSTRUCTION AND LAND DEVELOPMENT.....			
		RCON5508	0 8.A. (2) (A)
(B) FARMLAND.....			
		RCON5509	0 8.A. (2) (B)
(C) 1-4 FAMILY RESIDENTIAL PROPERTIES.....			
		RCON5510	197 8.A. (2) (C)
(D) MULTIFAMILY (5 OR MORE) RESIDENTIAL PROPERTIES.....			
		RCON5511	0 8.A. (2) (D)
(E) NONFARM NONRESIDENTIAL PROPERTIES.....			
		RCON5512	13 8.A. (2) (E)
(3) TOTAL (SUM OF ITEMS 8.A. (1) AND 8.A. (2)) (MUST EQUAL SCHEDULE RC, ITEM 7).....			
		RCON2150	210 8.A. (3)
B. INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES:			
(1) DIRECT AND INDIRECT INVESTMENTS IN REAL ESTATE VENTURES.....			
		RCON5374	0 8.B (1)
(2) ALL OTHER INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES AND ASSOCIATED COMPANIES.....			
		RCON5375	0 8.B. (2)
(3) TOTAL (SUM OF ITEMS 8 B (1) AND 8 B (2)) (MUST EQUAL SCHEDULE RC, ITEM 8).....			
		RCON2130	0 8 B (3)
9. NONCUMULATIVE PERPETUAL PREFERRED STOCK AND RELATED SURPLUS INCLUDED IN SCHEDULE RC, ITEM 23, "PERPETUAL PREFERRED STOCK AND RELATED SURPLUS".....			
		RCON3778	0 9.
10. MUTUAL FUND AND ANNUITY SALES DURING THE QUARTER (INCLUDE PROPRIETARY, PRIVATE LABEL, AND THIRD PARTY PRODUCTS):			
A. MONEY MARKET FUNDS.....			
		RCON6441	0 10.A.
B. EQUITY SECURITIES FUNDS.....			
		RCON8427	0 10 B
C. DEBT SECURITIES FUNDS.....			
		RCON8428	0 10 C.
D. OTHER MUTUAL FUNDS.....			
		RCON8429	0 10.D.
E. ANNUITIES.....			
		RCON8430	0 10.E
F. SALES OF PROPRIETARY MUTUAL FUNDS AND ANNUITIES (INCLUDED IN ITEMS 10 A THROUGH 10 E ABOVE).....			
		RCON8784	0 10.P.
11. NET UNAMORTIZED REALIZED DEFERRED GAINS (LOSSES) ON OFF-BALANCE SHEET DERIVATIVE CONTRACTS INCLUDED IN ASSETS AND LIABILITIES REPORTED IN SCHEDULE RC.....			
		RCONA525	0 11.
12. AMOUNT OF ASSETS NETTED AGAINST NONDEPOSIT LIABILITIES ON THE BALANCE SHEET (SCHEDULE RC) IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (1).....			
		RCONA526	0 12.
13. OUTSTANDING PRINCIPAL BALANCE OF LOANS OTHER THAN 1-4 FAMILY RESIDENTIAL MORTGAGE LOANS THAT ARE SERVICED FOR OTHERS (TO BE COMPLETED IF THIS BALANCE IS MORE THAN \$10 MILLION AND EXCEEDS TEN PERCENT OF TOTAL ASSETS).....			
		RCONA591	0 13.
MEMORANDUM DOLLAR AMOUNTS IN THOUSANDS			
1. RECIPROCAL HOLDINGS OF BANKING ORGANIZATIONS' CAPITAL INSTRUMENTS (TO BE COMPLETED FOR THE DECEMBER REPORT ONLY)			
(1) EXCLUDE NETTED ON-BALANCE SHEET AMOUNTS ASSOCIATED WITH OFF-BALANCE SHEET DERIVATIVE CONTRACTS, DEFERRED TAX ASSETS NETTED AGAINST DEFERRED TAX LIABILITIES, AND ASSETS NETTED IN ACCOUNTING FOR PENSIONS			

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SCHEDULE: RC-N - PAST DUE & NONACCRUAL LOANS, LEASES & OTHER ASSETS

[C270]

THE FFIEC REGARDS THE INFORMATION REPORTED IN ALL OF MEMORANDUM ITEM 1, IN ITMES 1 THROUGH 7 COLUMN A, AND IN MEMORANDUM ITEMS 2 THROUGH 4, COLUMN A, AS CONFIDENTIAL

DOLLAR AMOUNTS IN THOUSANDS	(COLUMN A) PAST DUE 30 THRU 89 DAYS AND STILL ACCRUING MIL/THOU	(COLUMN B) PAST DUE 90 DAYS OR MORE AND STILL ACCRUING MIL/THOU	(COLUMN C) NONACCRUAL	
			MIL/THOU	
1. REAL ESTATE LOANS	815 RCON1211	35 RCON1212	56	1.
2. INSTALLMENT LOANS	1,138 RCON1215	168 RCON1216	66	2.
3. CREDIT CARDS AND RELATED PLANS	0 RCON1219	0 RCON1220	0	3.
4. COMMERCIAL (TIME AND DEMAND) AND ALL OTHER LOANS.	623 RCON1222	28 RCON1224	75	4.
5. LEASE FINANCING RECEIVABLES.	0 RCON1227	0 RCON1228	0	5.
6. DEBT SECURITIES AND OTHER ASSETS (EXCLUDE OTHER REAL ESTATE OWNED AND OTHER REPOSSESSED ASSETS.....	0 RCON3506	0 RCON3507	0	6.

AMOUNTS REPORTED IN ITEMS 1 THROUGH 5 ABOVE INCLUDE GUARANTEED AND UNGUARANTEED PORTIONS OF PAST DUE AND NONACCRUAL LOANS AND LEASES. REPORT IN ITEM 7 BELOW CERTAIN GUARANTEED LOANS AND LEASES THAT HAVE ALREADY BEEN INCLUDED IN THE AMOUNTS REPORTED IN ITEMS 1-5.

DOLLAR AMOUNTS IN THOUSANDS	MIL/THOU	MIL/THOU	MIL/THOU	
7. LOANS AND LEASES REPORTED IN ITEMS 1 THROUGH 5 ABOVE WHICH ARE WHOLLY OR PARTIALLY GUARANTEED BY THE U S. GOVERNMENT	0 RCON5612	0 RCON5613	0 RCON5614	0 7.
A. GUARANTEED PORTION OF LOANS AND LEASES INCLUDED IN ITEM 7 ABOVE.....	0 RCON5615	0 RCON5616	0 RCON5617	0 7.A.

(1) SEE INSTRUCTIONS FOR LOAN CLASSIFICATIONS USED IN THIS SCHEDULE.

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MEMORANDA

	DOLLAR AMOUNTS IN THOUSANDS	MIL/THOU	MIL/THOU	MIL/THOU			
					[C270]		
1. RESTRUCTURED LOANS AND LEASES INCLUDED IN SCHEDULE RC-N, ITEMS 1 THROUGH 5 ABOVE (AND NOT REPORTED IN SCHEDULE RC-C, PART 1, MEMORANDUM ITEM 2)....	RCN1658	0	RCN1659	0	RCN1661	0	M.1.
2. TO BE COMPLETED BY BANKS WITH LOANS TO FINANCE AGRICULTURAL PRODUCTION AND OTHER LOANS TO FARMERS (SCHEDULE RC-C, ITEM 3) EXCEEDING FIVE PERCENT OF TOTAL LOANS AGRICULTURAL LOANS INCLUDED IN SCHEDULE RC-N, ITEMS 1 THROUGH 4 ABOVE	RCN1230	218	RCN1231	26	RCN1232	62	M.2.
3. LOANS TO FINANCE COMMERCIAL REAL ESTATE, CONSTRUCTION, AND LAND DEVELOPMENT ACTIVITIES (NOT SECURED BY REAL ESTATE) INCLUDED IN SCHEDULE RC-N, ITEMS 2 THROUGH 4, ABOVE.....	RCN5421	0	RCN5422	0	RCN5423	0	M.3.
4. REAL ESTATE LOANS (SUM OF MEMORANDUM ITEMS 4.A THROUGH 4.E MUST EQUAL SCHEDULE RC-N, ITEM 1, ABOVE):							
A. CONSTRUCTION AND LAND DEVELOPMENT...	RCN5424	70	RCN5425	0	RCN5426	0	M.4.A
B. SECURED BY FARMLAND.....	RCN5427	43	RCN5428	0	RCN5429	56	M.4.B
C. SECURED BY 1-4 FAMILY RESIDENTIAL PROPERTIES:							
(1) REVOLVING, OPEN-END LOANS SECURED BY 1-4 FAMILY RESIDENTIAL PROPERTIES AND EXTENDED UNDER LINES OF CREDIT.....	RCN5430	0	RCN5431	0	RCN5432	0	M.4 C. (1)
(2) ALL OTHER LOANS SECURED BY 1-4 FAMILY RESIDENTIAL PROPERTIES.	RCN5433	485	RCN5434	35	RCN5435	0	M.4.C. (2)
D. SECURED BY MULTIFAMILY (5 OR MORE) RESIDENTIAL PROPERTIES.	RCN5436	0	RCN5437	0	RCN5438	0	M.4.D.
E. SECURED BY NONFARM NONRESIDENTIAL PROPERTIES.....	RCN5439	217	RCN5440	0	RCN5441	0	M.4.E

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SCHEDULE: RC-0 - OTHER DATA FOR DEP. INSURANCE AND FICO ASSESSMENTS

(C275)

	DOLLAR AMOUNTS IN THOUSANDS	MIL/THOU	
1. UNPOSTED DEBITS (SEE INSTRUCTIONS):			
A. ACTUAL AMOUNT OF ALL UNPOSTED DEBITS.....		RCON0030	0 1.A.
OR			
B. SEPARATE AMOUNT OF UNPOSTED DEBITS:			
(1) ACTUAL AMOUNT OF UNPOSTED DEBITS TO DEMAND DEPOSITS.....		RCON0031	0 1.B.(1)
(2) ACTUAL AMOUNT OF UNPOSTED DEBITS TO TIME AND SAVINGS DEPOSITS (1).....		RCON0032	0 1.B.(2)
2 UNPOSTED CREDITS (SEE INSTRUCTIONS):			
A. ACTUAL AMOUNT OF ALL UNPOSTED CREDITS.....		RCON3510	0 2.A.
OR			
B. SEPARATE AMOUNT OF UNPOSTED CREDITS:			
(1) ACTUAL AMOUNT OF UNPOSTED CREDITS TO DEMAND DEPOSITS.....		RCON3512	0 2 B.(1)
(2) ACTUAL AMOUNT OF UNPOSTED CREDITS TO TIME AND SAVINGS DEPOSITS (1).....		RCON3514	0 2.B.(2)
3 UNINVESTED TRUST FUNDS (CASH) HELD IN BANKS'S OWN TRUST DEPARTMENT (NOT INCLUDED IN TOTAL DEPOSITS).....		RCON3520	0 3.
4 DEPOSITS OF CONSOLIDATED SUBSIDIARIES (NOT INCLUDED IN TOTAL DEPOSITS):			
A. DEMAND DEPOSITS OF CONSOLIDATED SUBSIDIARIES.....		RCON2211	0 4 A
B. TIME AND SAVINGS DEPOSITS (1) OF CONSOLIDATED SUBSIDIARIES.....		RCON2351	0 4 B
C. INTEREST ACCRUED AND UNPAID ON DEPOSITS OF CONSOLIDATED SUBSIDIARIES.....		RCON5514	0 4 C.
5. NOT APPLICABLE.			
6 RESERVE BALANCES ACTUALLY PASSED THROUGH TO THE FEDERAL RESERVE BY THE REPORTING BANK ON BEHALF OF ITS RESPONDENT DEPOSITORY INSTITUTIONS THAT ARE ALSO REFLECTED AS DEPOSIT LIABILITIES OF THE REPORTING BANK:			
A. AMOUNT REFLECTED IN DEMAND DEPOSITS (INCLUDED IN SCHEDULE RC-E, ITEM 4 OR 5, COLUMN B).....		RCON2314	0 6 A.
B. AMOUNT REFLECTED IN TIME AND SAVINGS DEPOSITS (1) (INCLUDED IN SCHEDULE RC-E, ITEM 4 OR 5, COLUMN A OR C, BUT NOT COLUMN B).....		RCON2315	0 6.B.
7 UNAMORTIZED PREMIUMS AND DISCOUNTS ON TIME AND SAVINGS DEPOSITS (1), (2)			
A. UNAMORTIZED PREMIUMS.....		RCON5516	0 7 A.
B. UNAMORTIZED DISCOUNTS.....		RCON5517	0 7.B

(1) FOR FDIC AND FICO INSURANCE ASSESSMENT PURPOSES, "TIME AND SAVINGS DEPOSITS" CONSISTS OF NONTRANSACTION ACCOUNTS AND ALL TRANSACTION ACCOUNTS OTHER THAN DEMAND DEPOSITS.
 (2) EXCLUDE CORE DEPOSIT INTANGIBLES.

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DOLLAR AMOUNTS IN THOUSANDS		MIL/THOU	[C275]
8. TO BE COMPLETED BY BANKS WITH "OAKAR DEPOSITS "			
A. DEPOSITS PURCHASED OF ACQUIRED FROM OTHER FDIC-INSURED INSTITUTIONS DURING THE QUARTER			
(1) TOTAL DEPOSITS PURCHASED OR ACQUIRED FROM OTHER FDIC-INSURED INSTITUTIONS DURING THE QUARTER.	RCOA531	0	8.A.(1)
(2) AMOUNT OF PURCHASED OR ACQUIRED DEPOSITS REPORTED IN ITEM 8.A (1) ABOVE ATTRIBUTABLE TO A SECONDARY FUND (I.E , BIF MEMBERS REPORT DEPOSITS ATTRIBUTABLE TO SAIF; SAIF MEMBERS REPORT DEPOSITS ATTRIBUTABLE TO BIF).	RCOA532	0	8.A.(2)
B. TOTAL DEPOSITS SOLD OR TRANSFERRED TO OTHER FDIC-INSURED INSTITUTIONS DURING THE QUARTER.....	RCOA533	0	8.B.

PERSON TO WHOM QUESTIONS ABOUT THE REPORTS OF CONDITION AND INCOME SHOULD BE DIRECTED:

TEXT8901 JUDY JENKES DIXON, AVP & CASHIER
 TEXT8902 903-843-4120

[C277]

15.
16.

SEND MY BANK A SAMPLE SET OF PAPER CALL REPORT FORMS FOR
 TEXT9116 903-843-4129

9. DEPOSITS IN LIFELINE ACCOUNTS.	RCOA5596	0	18. 9.
10. BENEFIT-RESPONSIVE "DEPOSITORY INSTITUTION INVESTMENT CONTRACTS" (INCLUDED IN TOTAL DEPOSITS).....	RCOA8432	0	10.
11. ADJUSTMENTS TO DEMAND DEPOSITS REPORTED IN SCHEDULE RC-E FOR CERTAIN RECIPROCAL DEMAND BALANCES			
A. AMOUNT BY WHICH DEMAND DEPOSITS WOULD BE REDUCED IF THE REPORTING BANK'S RECIPROCAL DEMAND BALANCES WITH THE DOMESTIC OFFICES OF U.S. BANKS AND SAVINGS ASSOCIATIONS AND INSURED BRANCHES IN PUERTO RICO AND U.S. TERRITORIES AND POSSESSIONS THAT WERE REPORTED ON A GROSS BASIS IN SCHEDULE RC-E HAD BEEN REPORTED ON A NET BASIS.	RCOA8785	0	11.A.
B. AMOUNT BY WHICH DEMAND DEPOSITIS WOULD BE INCREASED IF THE REPORTING BANK'S RECIPROCAL DEMAND BALANCES WITH FOREIGN BANKS AND FOREIGN OFFICES OF OTHER U S BANKS (OTHER THAN INSURED BRANCHES IN PUERTO RICO AND U S TERRITORIES AND POSSESSIONS) THAT WERE REPORTED ON A NET BASIS IN SCHEDULE RC-E HAD BEEN REPORTED ON A GROSS BASIS.	RCOA181	0	11.B.
C. AMOUNT BY WHICH DEMAND DEPOSITS WOULD BE REDUCED IF CASH ITEMS IN PROCESS OF COLLECITON WERE INCLUDED IN THE CALCULATION OF THE REPORTING BANK'S NET RECIPROCAL DEMAND BALANCES WITH THE DOMESTIC OFFICES OF U.S. BANKS AND SAVINGS ASSOCIATIONS AND INSURED BRANCHES IN PUERTO RICO AN U S TERRITORIES AND POSSESSIONS IN SCHEDULE RC-E	RCOA182	0	11.C.
12. AMOUNT OF ASSETS NETTED AGAINST DEPOSIT LIABILITIES ON			

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THE BALANCE SHEET (SCHEDULE RC) IN ACCORDANCE WITH
GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (EXCLUDE
AMOUNTS RELATED TO RECIPROCAL DEMAND BALANCES):

A. AMOUNT OF ASSETS NETTED AGAINST DEMAND DEPOSITS
B. AMOUNT OF ASSETS NETTED AGAINST TIME AND SAVINGS
DEPOSITS.....

RCONA527 0 12.A.
RCONA528 0 12.B.

[C277]

INST : 000 SCH: 21
 REPORT: FCR/3201-004 17.02.2
 SYSTEM: 04/19/99 11:46
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SCHEDULE: RC-0 - CONTINUED

DOLLAR AMOUNTS IN THOUSANDS		MIL/THOU	[C277]
MEMORANDA (TO BE COMPLETED EACH QUARTER EXCEPT AS NOTED)			
1. TOTAL DEPOSITS OF THE BANK (SUM OF MEMORANDUM ITEMS 1.A.(1) AND 1 B.(1) MUST EQUAL SCHEDULE RC, ITEM 13 A)			
A. DEPOSIT ACCOUNTS OF \$100,000 OR LESS			
(1) AMOUNT OF DEPOSIT ACCOUNTS OF \$100,000 OR LESS	NUMBER	RCON2702	85,382 M.1 A. (1)
(2) NUMBER OF DEPOSIT ACCOUNTS OF \$100,000 OR LESS (TO BE COMPLETED FOR THE JUNE REPORT ONLY)	RCON3779	0	M.1.A. (2)
B. DEPOSIT ACCOUNTS OF MORE THAN \$100,000:			
(1) AMOUNT OF DEPOSIT ACCOUNTS OF MORE THAN \$100,000	NUMBER	RCON2710	50,488 M.1 B (1)
(2) NUMBER OF DEPOSIT ACCOUNTS OF MORE THAN \$100,000	RCON2722	239	M.1.B. (2)
2. ESTIMATED AMOUNT OF UNINSURED DEPOSITS OF THE BANK			
A. AN ESTIMATE OF YOUR BANK'S UNINSURED DEPOSITS CAN BE DETERMINED BY MULTIPLYING THE NUMBER OF DEPOSIT ACCOUNTS OF MORE THAN \$100,000 REPORTED IN MEMORANDUM ITEM 1.B. (2) ABOVE BY \$100,000 AND SUBTRACTING THE RESULT FROM THE AMOUNT OF DEPOSIT ACCOUNTS OF MORE THAN \$100,000 REPORTED IN MEMORANDUM ITEM 1 B. (1) ABOVE.			
INDICATE IN THE APPROPRIATE BOX AT THE RIGHT WHETHER YOUR BANK HAS A METHOD OR PROCEDURE FOR DETERMINING A BETTER ESTIMATE OF UNINSURED DEPOSITS THAN THE ESTIMATE DESCRIBED ABOVE (YES/NO)			
	YES	NO	
	RCON6861	NO	M.2.A.
B. IF THE BOX MARKED YES HAS BEEN CHECKED, REPORT THE ESTIMATE OF UNINSURED DEPOSITS DETERMINED BY USING YOUR BANK'S METHOD OR PROCEDURE			
	MIL/THOU		
	RCON5597	0	M.2.B.
3. HAS THE REPORTING INSTITUTION BEEN CONSOLIDATED WITH A PARENT BANK OR SAVINGS ASSOCIATION IN THAT PARENT BANK'S OR PARENT SAVINGS ASSOCIATION'S CALL REPORT OR THRIFT FINANCIAL REPORT? C277			
		0	
IF SO, REPORT THE LEGAL TITLE AND FDIC CERTIFICATE NUMBER OF THE PARENT BANK OR PARENT SAVINGS ASSOCIATION [TEXTA545]			
	FDIC CERT #		
	RCONA545	0	M.3.

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INST : 000 SCH: 22
REPORT: PCR/3201-004 17.02.2
SYSTEM. 04/19/99 11:46
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SCHEDULE: RC-R - REGULATORY CAPITAL

(C280)

THIS SCHEDULE MUST BE COMPLETED BY ALL BANKS AS FOLLOWS:
BANKS THAT REPORTED TOTAL ASSETS OF \$1 BILLION OR MORE IN
SCHEDULE RC, ITEM 12, FOR JUNE 30, 1998, MUST COMPLETE
ITEMS 2 THROUGH 9 AND MEMORANDA ITEMS 1 AND 2. BANKS WITH
ASSETS OF LESS THAN \$1 BILLION MUST COMPLETE ITEMS 1 THROUGH
3 BELOW OR SCHEDULE RC-R IN ITS ENTIRETY, DEPENDING ON THEIR
RESPONSE TO ITEM 1 BELOW.

1 TEST FOR DETERMINING THE EXTENT TO WHICH SCHEDULE RC-R
MUST BE COMPLETED TO BE COMPLETED ONLY BY BANKS WITH
TOTAL ASSETS OF LESS THAN \$1 BILLION. INDICATE IN THE
APPROPRIATE BOX AT THE RIGHT WHETHER THE BANK HAS TOTAL
CAPITAL GREATER THAN OR EQUAL TO EIGHT PERCENT OF
ADJUSTED TOTAL ASSETS. (YES/NO).....

YES	NO	
RC06056	YES	1.

FOR PURPOSES OF THIS TEST, ADJUSTED TOTAL ASSETS EQUALS
TOTAL ASSETS LESS CASH, U.S. TREASURIES, U.S. GOVERNMENT
AGENCY OBLIGATIONS, AND 80 PERCENT OF U.S. GOVERNMENT-
SPONSORED AGENCY OBLIGATIONS PLUS THE ALLOWANCE FOR LOAN
AND LEASE LOSSES AND SELECTED OFF-BALANCE SHEET ITEMS AS
REPORTED ON SCHEDULE RC-L (SEE INSTRUCTIONS).

IF THE BOX MARKED 'YES' HAS BEEN CHECKED, THEN THE BANK
ONLY HAS TO COMPLETE ITEMS 2 AND 3 BELOW IF THE BOX
MARKED 'NO' HAS BEEN CHECKED, THE BANK MUST COMPLETE THE
REMAINDER OF THIS SCHEDULE.

A 'NO' RESPONSE TO ITEM 1 DOES NOT NECESSARILY MEAN
THAT THE BANK'S ACTUAL RISK-BASED CAPITAL RATIO IS LESS
THAN EIGHT PERCENT OR THAT THE BANK IS NOT IN COMPLIANCE
WITH THE RISK-BASED CAPITAL GUIDELINES.

INST : 000 SCH 22
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SCHEDULE: RC-R - CONTINUED

[C280]

NOTE: ALL BANKS ARE REQUIRED TO COMPLETE ITEMS 2 AND 3
 BELOW. SEE OPTIONAL WORKSHEET FOR ITEMS 3.A THROUGH 3.F.
 DOLLAR AMOUNTS IN THOUSANDS

2. PORTION OF QUALIFYING LIMITED-LIFE CAPITAL INSTRUMENTS
 (ORIGINAL WEIGHTED AVERAGE MATURITY OF AT LEAST FIVE
 YEARS) THAT IS INCLUDIBLE IN TIER 2 CAPITAL
- A. SUBORDINATED DEBT(1) AND INTERMEDIATE TERM PREFERRED
 STOCK.....
- B. OTHER LIMITED-LIFE CAPITAL INSTRUMENTS
3. AMOUNTS USED IN CALCULATING REGULATORY CAPITAL RATIOS
 (REPORT AMOUNTS DETERMINED BY THE BANK FOR ITS OWN
 INTERNAL REGULATORY CAPITAL ANALYSES CONSISTENT WITH
 APPLICABLE CAPITAL STANDARDS):
- A. (1) TIER 1 CAPITAL.....
 (2) TIER 2 CAPITAL.....
 (3) NOT APPLICABLE
- B. TOTAL RISK-BASED CAPITAL
- C. EXCESS ALLOWANCE FOR LOAN AND LEASE LOSSES (AMOUNT
 THAT EXCEEDS 1 25% OF GROSS RISK-WEIGHTED ASSETS)
- D. (1) NET RISK-WEIGHTED ASSETS (GROSS RISK-WEIGHTED
 ASSETS LESS EXCESS ALLOWANCE REPORTED IN ITEM 3.C
 ABOVE AND ALL OTHER DEDUCTIONS).....
 (2) NOT APPLICABLE
- E. MAXIMUM CONTRACTUAL DOLLAR AMOUNT OF RECOURSE
 EXPOSURE IN LOW LEVEL RECOURSE TRANSACTIONS (TO BE
 COMPLETED ONLY IF THE BANK USES THE "DIRECT
 REDUCTION METHOD" TO REPORT THESE TRANSACTIONS IN
 SCHEDULE RC-R).....
- F. "AVERAGE TOTAL ASSETS" (QUARTERLY AVERAGE REPORTED
 IN SCHEDULE RC-K, ITEM 9, LESS ALL ASSETS DEDUCTED
 FROM TIER 1 CAPITAL) (2).....

	MIL/THOU	
RCONA515	0	2.A.
RCONA516	0	2.B.
RCON8274	17,652	3.A. (1)
RCON8275	767	3.A. (2)
RCON3792	18,419	3.B.
RCONA222	0	3.C.
RCONA223	82,460	3.D. (1)
RCON1727	0	3.E.
RCONA224	154,011	3.F.

(COLUMN A)
 ASSETS REC-
 ORDED ON THE
 BAL. SHEET

(COLUMN B)
 CREDIT EQUIV
 ALENT AMOUNT
 OF OFF-BAL
 SHEET ITEMS
 (3)

MIL/THOU

MIL/THOU

ITEMS 4-9 AND MEMORANDA ITEMS 1 AND 2 ARE TO BE COMPLETED BY
 BANKS THAT ANSWERED 'NO' TO ITEM 1 ABOVE AND BY BANKS WITH
 TOTAL ASSETS OF \$1 BILLION OR MORE.

4. ASSETS AND CREDIT EQUIVALENT AMOUNTS OF OFF-BALANCE SHEET
 ITEMS ASSIGNED TO THE ZERO PERCENT RISK CATEGORY:
- A. ASSETS RECORDED ON THE BALANCE SHEET
- B. CREDIT EQUIVALENT AMOUNT OF OFF-BALANCE SHEET ITEMS

RCONS163

0

RCON3796

0

4.A.

4.B.

- (1) EXCLUDE MANDATORY CONVERTIBLE DEBT REPORTED IN SCHEDULE
 RC-M, ITEM 7
- (2) DO NOT DEDUCT EXCESS ALLOWANCE FOR LOAN AND
 LEASE LOSSES.
- (3) DO NOT REPORT IN COLUMN B THE RISK-WEIGHTED AMOUNT OF
 ASSETS REPORTED IN COLUMN A.

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SCHEDULE: RC-R - CONTINUED

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		(COLUMN A) ASSETS RECORDED ON THE BAL. SHEET	(COLUMN B) CREDIT EQUIVALENT AMOUNT OF OFF-BAL. SHEET ITEMS (1)	
DOLLAR AMOUNTS IN THOUSANDS		MIL/THOU	MIL/THOU	
5	ASSETS AND CREDIT EQUIVALENT AMOUNTS OF OFF-BALANCE SHEET ITEMS ASSIGNED TO THE 20 PERCENT RISK CATEGORY:			
	A. ASSETS RECORDED ON THE BALANCE SHEET.....	RCON5165	0	5.A.
	B. CREDIT EQUIVALENT AMOUNT OF OFF-BALANCE SHEET ITEMS.....		RCON3801	0
6	ASSETS AND CREDIT EQUIVALENT AMOUNTS OF OFF-BALANCE SHEET ITEMS ASSIGNED TO THE 50 PERCENT RISK CATEGORY:			
	A. ASSETS RECORDED ON THE BALANCE SHEET.....	RCON3802	0	6.A.
	B. CREDIT EQUIVALENT AMOUNT OF OFF-BALANCE SHEET ITEMS.....		RCON3803	0
7	ASSETS AND CREDIT EQUIVALENT AMOUNTS OF OFF-BALANCE SHEET ITEMS ASSIGNED TO THE 100 PERCENT RISK CATEGORY:			
	A. ASSETS RECORDED ON THE BALANCE SHEET.....	RCON3804	0	7.A.
	B. CREDIT EQUIVALENT AMOUNT OF OFF-BALANCE SHEET ITEMS.....		RCON3805	0
8	ON-BALANCE SHEET ASSET VALUES EXCLUDED FROM AND DEDUCTED IN THE CALCULATION OF THE RISK-BASED CAPITAL RATIO (2)...	RCON3806	0	8.
9	TOTAL ASSETS RECORDED ON THE BALANCE SHEET (SUM OF ITEMS 4.A, 5.A, 6.A, 7.A, AND 8, COLUMN A) (MUST EQUAL SCHEDULE RC ITEM 12 PLUS ITEMS 4 B AND 4 C).....	RCON3807	0	9.

- (1) DO NOT REPORT IN COLUMN B THE RISK-WEIGHTED AMOUNT OF ASSETS IN COLUMN A.
- (2) INCLUDE THE DIFFERENCE BETWEEN THE FAIR VALUE AND THE AMORTIZED COST OF AVAILABLE-FOR-SALE DEBT SECURITIES IN ITEM 8 AND REPORT THE AMORTIZED COST OF THESE DEBT SECURITIES IN ITEMS 4 THROUGH 7 ABOVE. ITEM 8 ALSO INCLUDES ON-BALANCE SHEET ASSET VALUES (OR PORTIONS THEREOF) OF OFF-BALANCE SHEET INTEREST RATE, FOREIGN EXCHANGE RATE, AND COMMODITY CONTRACTS AND THOSE THOSE CONTRACTS (E.G., FUTURES CONTRACTS) NOT SUBJECT TO RISK-BASED CAPITAL EXCLUDE FROM ITEM 8 MARGIN ACCOUNTS AND ACCRUED RECEIVABLES NOT INCLUDED IN THE CALCULATION OF CREDIT EQUIVALENT AMOUNTS OF OFF-BALANCE SHEET DERIVATIVES AS WELL AS ANY PORTION OF THE ALLOWANCE FOR LOAN AND LEASE LOSSES IN EXCESS OF THE AMOUNT THAT MAY BE INCLUDED IN TIER 2 CAPITAL.

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SCHEDULE: RC-R2 - RISK-BASED CAPITAL MEMORANDUM

(C280)

MEMORANDUM

DOLLAR AMOUNTS IN THOUSANDS

MIL/THOU

1. CURRENT CREDIT EXPOSURE ACROSS ALL OFF-BALANCE SHEET DERIVATIVE CONTRACTS COVERED BY THE RISK-BASED CAPITAL STANDARDS.....

RCON8764 0 M 1.

	WITH A REMAINING MATURITY OF (COLUMN A) ONE YEAR OR LESS	WITH A REMAINING MATURITY OF (COLUMN B) OVER ONE YEAR THROUGH FIVE YEARS MIL/THOU	WITH A REMAINING MATURITY OF (COLUMN C) OVER FIVE YEARS MIL/THOU		
2. NOTIONAL PRINCIPAL AMOUNTS OF OFF-BALANCE SHEET DERIVATIVE CONTRACTS (3)					
A. INTEREST RATE CONTRACTS.....	RCON3809	0 RCON8766	0 RCON8767	0	M 2 A
B. FOREIGN EXCHANGE CONTRACTS.....	RCON3812	0 RCON8769	0 RCON8770	0	M.2.B.
C. GOLD CONTRACTS.....	RCON8771	0 RCON8772	0 RCON8773	0	M 2.C
D. OTHER PRECIOUS METALS CONTRACTS.....	RCON8774	0 RCON8775	0 RCON8776	0	M 2 D.
E. OTHER COMMODITY CONTRACTS.....	RCON8777	0 RCON8778	0 RCON8779	0	M.2 E.
F. EQUITY DERIVATIVE CONTRACTS.....	RCONA000	0 RCONA001	0 RCONA002	0	M.2 F.

(3) EXCLUDE FOREIGN EXCHANGE CONTRACTS WITH AN ORIGINAL MATURITY OF 14 DAYS OR LESS AND ALL FUTURES CONTRACTS.

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INST : 000 SCH: 24
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SCHEDULE RC-N - OPTIONAL NARRATIVE STATEMENT

[C271]

OPTIONAL NARRATIVE STATEMENT CONCERNING THE AMOUNTS
REPORTED IN THE REPORTS OF CONDITION AND INCOME
AT CLOSE OF BUSINESS ON March 31, 19 99

THE MANAGEMENT OF THE REPORTING BANK MAY, IF IT WISHES, SUBMIT A BRIEF NARRATIVE STATEMENT ON THE AMOUNTS REPORTED IN THE REPORTS OF CONDITION AND INCOME. THIS OPTIONAL STATEMENT WILL BE MADE AVAILABLE TO THE PUBLIC, ALONG WITH THE PUBLICLY AVAILABLE DATA IN THE REPORTS OF CONDITION AND INCOME, IN RESPONSE TO ANY REQUEST FOR INDIVIDUAL BANK REPORT DATA. HOWEVER, THE INFORMATION REPORTED IN COLUMN A AND IN ALL OF MEMORANDUM ITEM 1 OF SCHEDULE RC-N IS REGARDED CONFIDENTIAL AND WILL NOT BE RELEASED TO THE PUBLIC. BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IN SCHEDULE RC-N, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS. BANKS CHOOSING NOT TO MAKE A STATEMENT MAY CHECK THE "NO COMMENT" BOX BELOW AND SHOULD MAKE NO ENTRIES OF ANY KIND IN THE SPACE PROVIDED FOR THE NARRATIVE STATEMENT; I.E., DO NOT ENTER IN THIS SPACE SUCH PHRASES AS "NO STATEMENT," "NOT APPLICABLE," "N/A," "NO COMMENT," AND "NONE."

THE OPTIONAL STATEMENT MUST BE ENTERED ON THIS SHEET. THE STATEMENT SHOULD NOT EXCEED 100 WORDS. FURTHER, REGARDLESS OF THE NUMBER OF WORDS, THE STATEMENT MUST NOT EXCEED 750 CHARACTERS, INCLUDING PUNCTUATION, INDENTATION, AND STANDARD SPACING BETWEEN WORDS AND SENTENCES. IF ANY SUBMISSION SHOULD EXCEED 750, CHARACTERS, AS DEFINED, IT WILL BE TRUNCATED AT 750 CHARACTERS WITH NO NOTICE TO THE SUBMITTING BANK AND THE TRUNCATED STATEMENT WILL APPEAR AS THE BANK'S STATEMENT BOTH ON AGENCY COMPUTERIZED RECORDS AND IN COMPUTER-FILE RELEASES TO THE PUBLIC.

ALL INFORMATION FURNISHED BY THE BANK IN THE NARRATIVE STATEMENT MUST BE ACCURATE AND NOT MISLEADING. APPROPRIATE EFFORTS SHALL BE TAKEN BY THE SUBMITTING BANK TO ENSURE THE STATEMENT'S ACCURACY. THE STATEMENT MUST BE SIGNED, IN THE SPACE PROVIDED BELOW, BY A SENIOR OFFICER OF THE BANK WHO THEREBY ATTESTS TO ITS ACCURACY.

IF, SUBSEQUENT TO THE ORIGINAL SUBMISSION, MATERIAL CHANGES ARE SUBMITTED FOR THE DATE REPORTED IN THE REPORTS OF CONDITION AND INCOME, THE EXISTING NARRATIVE STATEMENT WILL BE DELETED FROM THE FILES, AND FROM DISCLOSURE, THE BANK, AT ITS OPTION, MAY REPLACE IT WITH A STATEMENT, UNDER SIGNATURE, APPROPRIATE TO THE AMENDED DATA.

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SCHEDULE: RC-W - CONTINUED

THE OPTIONAL NARRATIVE STATEMENT WILL APPEAR IN AGENCY RECORDS AND IN RELEASE TO THE PUBLIC EXACTLY AS SUBMITTED (OR AMENDED AS DESCRIBED IN THE PRECEDING PARAGRAPH) BY THE MANAGEMENT OF THE BANK (EXCEPT FOR THE TRUNCATION OF STATEMENTS EXCEEDING THE 750-CHARACTER LIMIT DESCRIBED ABOVE) THE STATEMENT WILL NOT BE EDITED OR SCREENED IN ANY WAY BY THE SUPERVISORY AGENCIES FOR ACCURACY OR RELEVANCE. DISCLOSURE OF THE STATEMENT SHALL NOT SIGNIFY THAT ANY FEDERAL SUPERVISORY AGENCY HAS VERIFIED OR CONFIRMED THE ACCURACY OF THE INFORMATION CONTAINED THEREIN. A STATEMENT TO THIS EFFECT WILL APPEAR ON ANY PUBLIC RELEASE OF THE OPTIONAL STATEMENT SUBMITTED BY THE MANAGEMENT OF THE REPORTING BANK.

[C271]

NO COMMENT [X] [RCON6979]

BANK MANAGEMENT STATEMENT (PLEASE TYPE OR PRINT CLEARLY):
[TEXT6980]

[C271]

[C272]

1.

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SYSTEM: 04/19/99 11:46
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SCHEDULE: RC-X - LOANS TO EXECUTIVE OFFICERS

[C700]

VOL 53 PG 819

LOANS TO EXECUTIVE OFFICERS (COMPLETE AS OF EACH CALL REPORT DATE)
THE FOLLOWING INFORMATION IS REQUIRED BY PUBLIC LAWS 90-44 AND 102-242, BUT DOES NOT CONSTITUTE A PART OF THE REPORT OF CONDITION. WITH EACH REPORT OF CONDITION, THESE LAWS REQUIRE ALL BANKS TO FURNISH A REPORT OF ALL LOANS OR OTHER EXTENSIONS OF CREDIT TO ITS EXECUTIVE OFFICERS MADE SINCE THE DATE OF THE PREVIOUS REPORT OF CONDITION. DATA REGARDING INDIVIDUAL LOANS OR OTHER EXTENSIONS OF CREDIT ARE NOT REQUIRED. IF NO SUCH LOANS OR OTHER EXTENSIONS OF CREDIT WERE MADE DURING THE PERIOD, INSERT "NONE" AGAINST SUBITEM (A). (EXCLUDE THE FIRST \$15,000 OF INDEBTEDNESS OF EACH EXECUTIVE OFFICER UNDER BANK CREDIT CARD PLAN.) SE SECTIONS 215.2 AND 215.3 OF TITLE 12 OF THE CODE OF FEDERAL REGULATIONS (FEDERAL RESERVE BOARD REGULATION O) FOR THE DEFINITIONS OF "EXECUTIVE OFFICER" AND "EXTENSION OF CREDIT," RESPECTIVELY EXCLUDE LOANS AND OTHER EXTENSIONS OF CREDIT TO DIRECTORS AND PRINCIPAL SHAREHOLDERS WHO ARE NOT EXECUTIVE OFFICERS.

A. NUMBER OF LOANS MADE TO EXECUTIVE OFFICERS SINCE THE PREVIOUS CALL REPORT DATE.	RCON3561	2	A.		
B. TOTAL DOLLAR AMOUNT OF ABOVE LOANS (IN THOUSANDS).	RCON3562	14	B.		
C. RANGE OF INTEREST CHARGED ON ABOVE LOANS (EXAMPLE: 9-3/4%-0.75).....	RCON7701	6.2500	RCON7702	10.5000	C.

SIGNATURE AND TITLE OF OFFICER AUTHORIZED TO SIGN REPORT
DATE (MONTH, DAY, YEAR)

Joan Jenkins Dixon, AVP & Cashier 04-19-99

TWO YEAR BID

APPLICATION FOR DEPOSITORY
OF FUNDS OF THE COUNTY OF
UPSHUR, TEXAS
May 1999 to May 2001

The Upshur County Commissioners' Court under the authority given by Article 2544, et. seq., of the Revised Civil Statutes of Texas, as revised by Local Government Code, Chapter 116.000 thru 116.155 as past by the 70th leg. 1987, will receive applications from banks in Upshur County desiring to be designated as the County Depository for the next two years beginning May 1999 thru May 2001. Also, under authority given by Article 2558a, et. seq., of the Revised Civil Statutes of Texas, as revised by Local Government Code, Chapter 117.000 thru 117.084 as past by the 70th Leg., 1987, applications will be received from banks in Upshur County desiring to be designated as Depository for Trust Funds in possession of the County and District Clerk's offices for the next two years beginning May 1999 and ending May 2001.

Under section 116.021 of the Local Government Code the County may choose to contract with the successful bank or banks for four years instead of two years.

The following pages will serve as the specifications for the bids. Proposals can be submitted on the following form or the bidders own letterhead, however, please follow the same form in answering questions.

The bid will consist of four sections:

- Section #1 General Operating Funds of Upshur County
- Section #2 County Clerk and District Clerk Trust Funds
- Section #3 Permanent and Available School Funds of Upshur County

Copies of the Upshur County Financial Report for year ending September 30, 1998 are available. If you would like a copy, contact Pam Long, County Auditor, 843-4001.

If any bidder has questions about the bid, please contact Myra Harris, County Treasurer, 843-627

Originals

FILED
 REX A. SHAW
 COUNTY CLERK
 MAY 24 PH 12:20
 UPSHUR COUNTY, TX.
 DEPUTY

SECTION I - GENERAL OPERATING FUNDS OF UPSHUR COUNTY

1. Bid requirements.

- (A) Bids for County Depository must be accompanied by a CERTIFIED CHECK OR CASHIER'S CHECK for not less than one-half (½) of one percent (1%) of the County's Revenue for the preceding fiscal year, said check being in the amount of \$51,100.00.
- (B) Bidder must state the amount of the Bank's paid-up capital stock and permanent surplus and must submit a statement showing the financial condition of the Bank on the date of the application as stated under chapter 116 023 of the Local Government Code.
- (C) Bidder must also file with the County a copy of the most recent Federal Financial Institution Examination Council Form 032 report. The FFIEC form 032 report shall be a continuing quarterly reporting requirement of the Depository Bank.
- (D) Bidder must comply with Financial Institution Reform, Recovery and Enforcement Act (FIRREA) of 1989 regarding certain requirements to validate a collateral agreement.

2. Money Market Deposits and Interest Bearing Checking Accounts

(A) Money Market Deposit Accounts

Please bid a fixed or variable rate for Money Market Deposit Accounts.

Fixed Rate 3.26 %

Variable Rate N/A %

What will the minimum balance be \$ 10

(B) Money Market Checking Accounts

Please bid a fixed or variable rate for Money Market Checking Accounts.

Fixed Rate 3.26 %

Variable Rate N/A %

What will the minimum balance be \$ 10

(C) NOW Checking Accounts

Please bid a fixed or variable rate for NOW Checking Accounts.

Fixed Rate 3.26 %

Variable Rate N/A %

What will the minimum balance be \$ 10

3. Investments

(A) Depository Bank Certificates of Deposits

(1) Fixed Rate

Term (Days)	\$100,000 or more	Less Than \$100,000
7 - 29	5.26 %	5.26 %
30 - 59	5.26 %	5.26 %
60 - 89	5.26 %	5.26 %
90 - 179	5.26 %	5.26 %
180 - 364	5.26 %	5.26 %
365+	5.26 %	5.26 %

(2) Variable Rate

The floating variable rate bid will be basis points over and under the "Ask Yield" quote as published in the Wall Street Journal on the day of deposit for the U.S. Treasury Bill Maturing on, or immediately prior to the maturing date of the certificate

Term (Days)	\$100,000 or more	Less than \$100,000
7 - 29	6 mo T-Bill + .66 %	6 mo T-Bill + .66 %
30 - 59	6 mo T-Bill + .71 %	6 mo T-Bill + .71 %
60 - 89	6 mo T-Bill + .76 %	6 mo T-Bill + .76 %
90 - 179	6 mo T-Bill + .81 %	6 mo T-Bill + .81 %
180 - 364	6 mo T-Bill + .86 %	6 mo T-Bill + .86 %
365+	6 mo T-Bill + .91 %	6 mo T-Bill + .91 %

State Floor 4.75%

(B) Investments made outside the Depository Bank

1. Upshur County reserves the right to make investments outside the Depository Bank in accordance with the Laws of the State of Texas and the Investment Policy of Upshur County
2. The Depository Bank must be able to provide the necessary wire transfer service and third party safe-keeping of outside purchases of securities by Upshur County either at the Depository Bank, or a Third Party Financial Institution, or with a Federal Reserve Bank.
3. All investment purchases of Government securities shall be made on a Delivery versus payment basis.

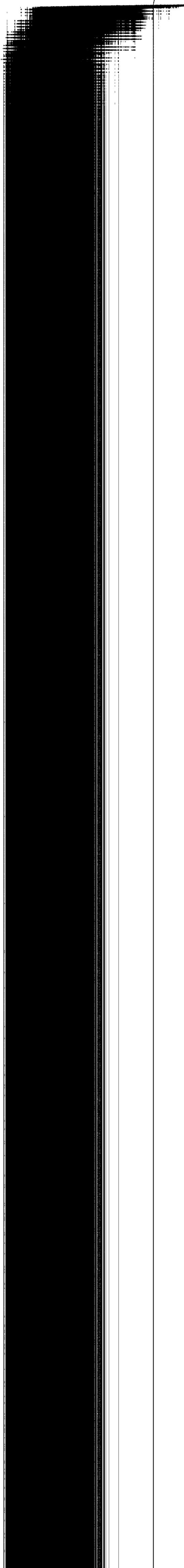
4. Other Services and Supplies

	Yes	No	Fee
(A) Will bidder furnish Wire Transfer service?	<u>X</u>	<u> </u>	<u>None</u>
(B) Will bidder charge Service Charge on any of County's accounts?	<u> </u>	<u>X</u>	<u>None</u>
(C) Will bidder furnish deposit slips and deposit books?	<u>X</u>	<u> </u>	<u>None</u>
(D) Will bidder furnish night depository services including bags and keys?	<u>X</u>	<u> </u>	<u>None</u>
(E) Will bidder furnish optical imaging checks (front and back) and deposit slips?	<u> </u>	<u>X</u>	<u>N/A</u>
(F) Will bidder furnish coin counting and wrapping of all change and currency wrappers?	<u>X</u>	<u> </u>	<u>None</u>
(G) Will bidder furnish Safe Deposit Boxes of adequate size and number in a bank in Gilmer?	<u>X</u>	<u> </u>	<u>None</u>
(H) Will bidder charge for stop payments issued?	<u> </u>	<u>X</u>	<u>None</u>
(I) Will bidder furnish County with Cashiers Checks as needed?	<u>X</u>	<u> </u>	<u>None</u>
(J) Will bidder charge for accounts overdrawn for short periods of time?	<u> </u>	<u>X</u>	<u>None</u>
(K) Will bidder furnish County with all checks that are necessary?	<u>X</u>	<u> </u>	<u>None**</u>
(L) Should Upshur County consider accepting Visa and Master Card for payment - what would be the charge to the County?	<u>X</u>	<u> </u>	<u>None</u>
(M) Will bidder furnish County with Courier Service?	<u>X</u>	<u> </u>	<u>None</u>
(N) Will the Depository bank credit all cash, check, money orders, etc., direct to the account of Upshur County on the day of deposit by Upshur County?	<u>X</u>	<u> </u>	<u>None</u>

**does not include multiple part checks or computer processing checks

- (O) Will bidder provide Direct Deposit Payroll service for Upshur County's employees?
- (P) List additional services for consideration:

X None



SECTION II - UPSHUR COUNTY CLERK AND DISTRICT CLERKS TRUST FUNDS

(A) The bidder also agrees to item 1 -10 in Section I.

SECTION III - PERMANENT AND AVAILABLE SCHOOL FUNDS OF UPSHUR COUNTY

(A) The bidder also agrees to items 1 - 10 in Section I.

PLEASE NOTE CAREFULLY

VOL. 53 PG. 829

THIS IS THE ONLY APPROVED INSTRUCTION FOR USE ON YOUR INVITATION TO BID
ITEMS BELOW APPLY TO AND BECOME A PART OF TERMS AND CONDITIONS OF BID

ANY EXCEPTIONS THERE TO MUST BE IN WRITING

1. Bids must be to the County Judge BEFORE the hour and date specified.
2. LATE bids properly identified will be returned to bidder UNOPENED Late bids will be considered under any circumstances.
3. QUOTE F O B destination. If otherwise, show exact cost to deliver. Bid unit price on quantity specified—extended and show total. In case of errors in extension UNIT prices shall govern. Bids subject to unlimited price increase not considered.
4. Bids MUST give full firm name and address of bidder Failure to manually sign bid will disqualify it. Persons signing bid should show TITLE or AUTHORITY TO BIND HIS FORM IN A CONTRACT.
5. Bid CANNOT be altered or amended after opening time Any alterations made before opening time must be initialed by bidder or his authorized agent. No bid can be withdrawn after opening time without approval by the Commissioners Court on a based written acceptable reason.
6. Vendor shall submit an itemized invoice showing County order number.
7. The County is exempt for Federal Excise Tax. DO NOT INCLUDE TAX IN BID> Excise Tax Exemption Certificate will be furnished.
8. Any catalog, brand name or manufacturer's reference used in bid invitation is descriptive - NOT restrictive - it is to indicate type and quality desired.

During the term of the contract, the County will require monthly statements, with canceled checks, on all accounts it has established with the Depository. Each statement will be provided to the County as quickly as possible after the close of each month. In no case should this be longer than five working days after calendar month-end.

During the term of the contract, the County will require daily reporting of cash balances in each of the accounts it has established with the Depository, plus the amount of CD's issued to Upshur County.

Bids shall be placed in a sealed envelope and plainly marked "Bid on County's Depository" and delivered or mailed to the office of the County Judge, P.O. Box 730, Gilmer, Texas 75644 before 3:00 p.m., MONDAY, MAY 10, 1999.

Bids will be opened at the Upshur County Courthouse, Commissioners' Courtroom, Gilmer, Texas on Monday, May 10, 1999 at the 7:00 p.m. meeting.

The Commissioners' Court shall have the power to determine and designate which funds shall be demand deposits and which shall be time deposits. Checks shall be returned when the statutory bond and/or security has been filed.

Date this the 10th Day of May, 1999.

BIDDER First National Bank

By Frank Brezgal

TITLE President & CEO

STATE OF TEXAS

COUNTY OF UPSHUR

Before me the undersigned authority on this the 10th day of May,
19 99, personally appeared Frank Breazeale

who being duly sworn deposes and says that he signed the above instrument for the purpose and considerations herein expressed.



(Seal)

Lana Tillery
Notary Public Signature

Notary Public in and for Upshur County, Texas

My commission expires 4/23/00

NOTE: Bids not notarized will not be considered.

FOUR YEAR BID
APPLICATION FOR DEPOSITORY
OF FUNDS OF THE COUNTY OF
UPSHUR, TEXAS
May 1999 to May 2001

The Upshur County Commissioners' Court under the authority given by Article 2544, et. seq., of the Revised Civil Statutes of Texas, as revised by Local Government Code, Chapter 116.000 thru 116.155 as past by the 70th leg. 1987, will receive applications from banks in Upshur County desiring to be designated as the County Depository for the next two years beginning May 1999 thru May 2001. Also, under authority given by Article 2558a, et. seq., of the Revised Civil Statutes of Texas, as revised by Local Government Code, Chapter 117.000 thru 117.084 as past by the 70th Leg., 1987, applications will be received from banks in Upshur County desiring to be designated as Depository for Trust Funds in possession of the County and District Clerk's offices for the next two years beginning May 1999 and ending May 2001.

Under section 116.021 of the Local Government Code the County may choose to contract with the successful bank or banks for four years instead of two years.

The following pages will serve as the specifications for the bids. Proposals can be submitted on the following form or the bidders own letterhead, however, please follow the same form in answering questions.

The bid will consist of four sections:

- Section #1 General Operating Funds of Upshur County
- Section #2 County Clerk and District Clerk Trust Funds
- Section #3 Permanent and Available School Funds of Upshur County

Copies of the Upshur County Financial Report for year ending September 30, 1998 are available. If you would like a copy, contact Pam Long, County Auditor, 843-4001.

If any bidder has questions about the bid, please contact Myra Harris, County Treasurer, 843-4027.

SECTION I - GENERAL OPERATING FUNDS OF UPSHUR COUNTY

1. Bid requirements:

- (A) Bids for County Depository must be accompanied by a CERTIFIED CHECK OR CASHIER'S CHECK for not less than one-half (1/2) of one percent (1%) of the County's Revenue for the preceding fiscal year, said check being in the amount of \$51,100.00
- (B) Bidder must state the amount of the Bank's paid-up capital stock and permanent surplus and must submit a statement showing the financial condition of the Bank on the date of the application as stated under chapter 116.023 of the Local Government Code.
- (C) Bidder must also file with the County a copy of the most recent Federal Financial Institution Examination Council Form 032 report. The FFIEC form 032 report shall be a continuing quarterly reporting requirement of the Depository Bank.
- (D) Bidder must comply with Financial Institution Reform, Recovery and Enforcement Act (FIRREA) of 1989 regarding certain requirements to validate a collateral agreement.

2. Money Market Deposits and Interest Bearing Checking Accounts

(A) **Money Market Deposit Accounts**

Please bid a fixed or variable rate for Money Market Deposit Accounts.

Fixed Rate 3.36 %

Variable Rate N/A %

What will the minimum balance be \$ 10

(B) **Money Market Checking Accounts**

Please bid a fixed or variable rate for Money Market Checking Accounts.

Fixed Rate 3.36 %

Variable Rate N/A %

What will the minimum balance be \$ 10

(C) NOW Checking Accounts

Please bid a fixed or variable rate for NOW Checking Accounts.

Fixed Rate 3.36 %

Variable Rate N/A %

What will the minimum balance be \$ 10

3. Investments

(A) Depository Bank Certificates of Deposits

(1) Fixed Rate

Term (Days)	\$100,000 or more	Less Than \$100,000
7 - 29	5.36 %	5.36 %
30 - 59	5.36 %	5.36 %
60 - 89	5.36 %	5.36 %
90 - 179	5.36 %	5.36 %
180 - 364	5.36 %	5.36 %
365+	5.36 %	5.36 %

(2) Variable Rate

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The floating variable rate bid will be basis points over and under the "Ask Yield" quote as published in the Wall Street Journal on the day of deposit for the U.S. Treasury Bill Maturing on, or immediately prior to the maturing date of the certificate.

Term (Days)	\$100,000 or more	Less than \$100,000
7 - 29	6 mo T-Bill + .68 %	6 mo T-Bill + .68 %
30 - 59	6 mo T-Bill + .73 %	6 mo T-Bill + .73 %
60 - 89	6 mo T-Bill + .78 %	6 mo T-Bill + .78 %
90 - 179	6 mo T-Bill + .83 %	6 mo T-Bill + .83 %
180 - 364	6 mo T-Bill + .88 %	6 mo T-Bill + .88 %
365+	6 mo T-Bill + .93 %	6 mo T-Bill + .93 %

State Floor 4.75%

(B) Investments made outside the Depository Bank

1. Upshur County reserves the right to make investments outside the Depository Bank in accordance with the Laws of the State of Texas and the Investment Policy of Upshur County.
2. The Depository Bank must be able to provide the necessary wire transfer service and third party safe-keeping of outside purchases of securities by Upshur County either at the Depository Bank, or a Third Party Financial Institution, or with a Federal Reserve Bank.
3. All investment purchases of Government securities shall be made on a Delivery versus payment basis.

4. Other Services and Supplies

	Yes	No	Fee
(A) Will bidder furnish Wire Transfer service?	<u>X</u>	<u> </u>	<u>None</u>
(B) Will bidder charge Service Charge on any of County's accounts?	<u> </u>	<u>X</u>	<u>None</u>
(C) Will bidder furnish deposit slips and deposit books?	<u>X</u>	<u> </u>	<u>None</u>
(D) Will bidder furnish night depository services including bags and keys?	<u>X</u>	<u> </u>	<u>None</u>
(E) Will bidder furnish optical imaging: checks (front and back) and deposit slips?	<u> </u>	<u>X</u>	<u>N/A</u>
(F) Will bidder furnish coin counting and wrapping of all change and currency wrappers?	<u>X</u>	<u> </u>	<u>None</u>
(G) Will bidder furnish Safe Deposit Boxes of adequate size and number in a bank in Gilmer?	<u>X</u>	<u> </u>	<u>None</u>
(H) Will bidder charge for stop payments issued?	<u> </u>	<u>X</u>	<u>None</u>
(I) Will bidder furnish County with Cashiers Checks as needed?	<u>X</u>	<u> </u>	<u>None</u>
(J) Will bidder charge for accounts overdrawn for short periods of time?	<u> </u>	<u>X</u>	<u>None</u>
(K) Will bidder furnish County with all checks that are necessary?	<u>X</u>	<u> </u>	<u>None**</u>
(L) Should Upshur County consider accepting Visa and Master Card for payment - what would be the charge to the County?	<u>X</u>	<u> </u>	<u>None</u>
(M) Will bidder furnish County with Courier Service?	<u>X</u>	<u> </u>	<u>None</u>
(N) Will the Depository bank credit all cash, check, money orders, etc., direct to the account of Upshur County on the day of deposit by Upshur County?	<u>X</u>	<u> </u>	<u>None</u>

**does not include multiple part checks or computer processing checks

(O) Will bidder provide Direct Deposit Payroll service for Upshur County's employees? X None

(P) List additional services for consideration:

5. The bidder further understands and agrees to the following:

That if the County has a portion of its fund invested in Time Deposits in the current depository bank and that all such Time Deposits bearing maturity dates subsequent to May 1999 shall remain in the current depository bank until maturity date.

6. The bidder further understands and agrees to the following:

That the County will leave enough money in the present depository bank to cover outstanding checks in all funds. After ninety days, any remaining balance will then be transferred at that time

7. The bidder will need to pledge securities of \$10,220,000.00 for the General Operating Funds of the County at this time, please list how deposits will be secured, but may have to raise or lower these securities during the next two years.

Please note that the above figures are subject to change. Upon acceptance as a Depository for Upshur County, the County Treasurer will get with the bank and of over the necessary securities. The above figure could be higher or lower.

The Depository Bank will provide monthly reporting of the Market Value of securities pledge to Upshur County

All securities pledged to Upshur County from the Depository Bank must be held in a third party financial institution, or with a Federal Reserve Bank. All securities pledged must meet the requirements of the County's Investment Policy.

The Depository Bank is responsible for notifying the County of any deficiencies in its pledged securities on a daily basis, as well as obtaining additional securities to cover the deficiency. Due to sizable changes that occur in the balances of the County's bank accounts, the County would prefer a cushion of at least \$1 million in securities over the required amount be pledged in order to prevent a deficiency from occurring.

9. If for any reason, Upshur County can not get all necessary checks printed and received before May 1999, will your bank agree to extend the time necessary to receive the new checks?

Yes No

NOTE: Also, please attach a list of all customer automated cash management products your bank will provide upon request to Upshur County during the term of this contract and the cost, if any

None

10. Interest Rate Charged on County Borrowing

Please state the interest rate and terms on new borrowing _____

Interest rate will be Wall Street Journal Prime rate minus 2.25% as of
the date of the loan.

SECTION II - UPSHUR COUNTY CLERK AND DISTRICT CLERKS TRUST FUNDS

(A) The bidder also agrees to item 1 -10 in Section I.

SECTION III - PERMANENT AND AVAILABLE SCHOOL FUNDS OF UPSHUR COUNTY

(A) The bidder also agrees to items 1 - 10 in Section I.

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6. Vendor shall submit an itemized invoice showing County order number.
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Bids shall be placed in a sealed envelope and plainly marked "Bid on County's Depository" and delivered or mailed to the office of the County Judge, P.O. Box 730, Gilmer, Texas 75644 before 3:00 p.m., MONDAY, MAY 10, 1999.

Bids will be opened at the Upshur County Courthouse, Commissioners' Courtroom, Gilmer, Texas on Monday, May 10, 1999 at the 7:00 p.m. meeting.

The Commissioners' Court shall have the power to determine and designate which funds shall be demand deposits and which shall be time deposits. Checks shall be returned when the statutory bond and/or security has been filed.

Date this the 10th Day of May, 1999.

BIDDER First National Bank

By Frank Breazelle

TITLE President & CEO

STATE OF TEXAS

COUNTY OF UPSHUR

Before me the undersigned authority on this the 10th day of May

19 99, personally appeared Frank Breazeale

who being duly sworn deposes and says that he signed the above instrument for the purpose and considerations herein expressed.



Lana Tillery

Notary Public Signature

Notary Public in and for Upshur County, Texas

My commission expires 4/23/00

NOTE: Bids not notarized will not be considered.

UPSHUR COUNTY TAX OFFICE

215 N. TITUS
GILMER, TX 75644
903-843-3085
FAX: 903-843-3083

MICHEAL L. SMITH
TAX ASSESSOR-COLLECTOR
UPSHUR COUNTY TAX OFFICE
215 N. TITUS
GILMER, TX 75644

May 10, 1999

COMMISSIONERS COURT
P. O BOX 730
GILMER, TEXAS 75644

RE: WRITTEN BID ON PROPERTY FORECLOSED FOR DELINQUENT TAXES

Dear Sirs:

Please find enclosed, a resolution for a written bid on property foreclosed on for delinquent taxes. All taxing entities must approve the sale of this property and the proceeds from this sale are distributed according to the Property Tax Code of the State of Texas

For property held in trust for GILMER ISD, Bidder #1 bids \$500 00 for property described as TRACT 9 PH-M6, LOT 940 GLENWOOD ACRES.

I have enclosed a map, fact sheet, and a current tax statement for your convenience. If you need further information, please feel free to contact our office. We will be glad to help you

Sincerely,

Paula Gentry
PAULA GENTRY
DEPUTY TO MICHEAL L. SMITH

PAG
Enclosures

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:20
UPSHUR COUNTY, TX.
BY _____
DEPUTY

WHEREAS, Commissioners Court of UPSHUR COUNTY, TEXAS has become the owner of certain real property (see attached) by virtue of the fact that a sufficient bid was not received at a sale conducted by the Sheriff pursuant to an order of the District Court in Cause No 96-20

County of UPSHUR, Vs TEXAS OPERATING CORP.

WHEREAS, a potential buyer of the property has come forward and

WHEREAS, all taxing entities involved in the above referenced cause must consent to the sale of the hereinabove described real property and

WHEREAS, it is to the benefit of all the taxing entities involved that the property be returned to their respective tax rolls,

NOW THEREFORE BE IT RESOLVED BY THE

Commissioners court of the County of UPSHUR, Texas That the County Judge be and is hereby directed and authorized to execute the deed and any and all document necessary to convey the hereinabove described real property to

BILL L. BARNES
910 COTTONWOOD TRAIL
GILMER, TX 75644

For and in consideration of the cash sum of \$ 500.00, said \$ 500 00
To be distributed pursuant to Chapter 34 of the Texas Property Tax Code

Resolved this the 24th day of May, 1999

Charles L. Still
COUNTY JUDGE

ATTEST: SECRETARY

Madeline Sunday
Commissioner Pct. 1

Commissioner Pct. 2

[Signature]
Commissioner Pct. 3

[Signature]
Commissioner Pct. 4

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:21
UPSHUR COUNTY, TX
DEPUTY

TAX RESALE FACT SHEET

VOL. 53 PG. 846

Suit # 96-20 TX

Account # 49893

Legal Description:

Lot 940 Tract 9 Ph M-6

Market Value \$ 2,000

Redemption Period Expires _____

Map Number J-11

Taxing Entities:

230 _____ CED _____
502 _____ _____
FDI _____ _____

Amount Struck Off For \$ N/A

Location of Property:

Cottonwood trail Glenwood Acres

Improvements: Yes _____ No _____

Description of Improvements:

BIDDER

Date

LINC
AD →



MIKE SMITH (903) 843-3085
 TAX ASSESSOR/COLLECTOR
 215 NORTH TITUS
 GILMER, TX 75644

STATEMENT OF ACCOUNT

This is a statement of taxes paid & due as of
 05 MAY 1999 based upon the tax records of the
 Upshur County Tax Office

This document is not a tax certificate and does not absolve a taxpayer from tax liability in any way. Should this document be found to be in error it may be corrected by the collection office. Responsibility to pay taxes remains with the taxpayer as outlined in the Texas Property Tax Code.

GILMER INDEPENDENT SCHOOL DISTRICT, TRUSTEE (93880)
 * MICHEAL SMITH, TAX ASSESSOR-COLLECTOR
 215 N TITUS
 GILMER, TX 75644-1924

R49893 (S175-S02-000-PHM6LT940)	VALUES	
(STATUS: JUDGEMENT ON PROPERTY) GLENWOOD ACRES S175	Land Ag Mkt	0
(A225), BLOCK PH M-6, LOT 940	Land Ag Use	0
	Land HS	0
ENTS DESCRIPTION	Land NHS	2,000
230 UPSHUR COUNTY	EXG	0
S02 GILMER ISD	EXG	0
FD1 FIRE DISTRICT	EXG	0
	Imp HS	0
	Imp NHS	0
	Assessed	2,000

PAID BILLS SUMMARY

BILL ID	TAX PAID	DISC P&I	ATT FEE PD	DATE PD	AMOUNT PAID
Total Paid on Paid Bills:					\$0.00

UNPAID BILLS SUMMARY

BILL ID	RATE	TAX DUE	PEN & INT	ATT FEE	AMOUNT DUE
230.85.36049	0.4020	2.01	3.46	0.82	6.29
230.86.40287	0.5170	2.59	4.14	1.01	7.74
230.87.41660	0.5170	2.59	3.84	0.96	7.39
230.88.46430	0.4900	3.68	5.00	1.30	9.98
230.89.50438	0.4900	3.68	4.56	1.24	9.48
230.90.53366	0.5049	3.03	3.39	0.96	7.38
230.91.60925	0.5049	3.03	3.03	0.91	6.97
230.92.60074	0.5390	3.23	2.85	0.91	6.99
230.93.65273	0.5538	3.32	2.53	0.88	6.73
230.94.70682	0.5350	3.21	2.05	0.79	6.05
230.95.68229	0.5580	3.35	1.74	0.76	5.85
230.96.71536	0.5700	3.42	1.37	0.72	5.51
230.97.83831	0.5700	3.42	0.96	0.66	5.04
E02.91.60925	0.8300	4.98	4.98	1.49	11.45
E02.92.60074	0.8950	5.37	4.73	1.52	11.62
FD1.90.53366	0.0300	0.18	0.20	0.06	0.44
FD1.91.60925	0.0300	0.18	0.18	0.05	0.41
FD1.92.60074	0.0300	0.18	0.16	0.05	0.39
FD1.93.65273	0.0299	0.18	0.14	0.05	0.37
FD1.94.70682	0.0283	0.17	0.11	0.04	0.32
FD1.95.68229	0.0300	0.18	0.09	0.04	0.31
FD1.96.71536	0.0295	0.18	0.07	0.04	0.29
FD1.97.83831	0.0290	0.17	0.05	0.03	0.25

***** TAX ITEMS CONTINUED ON NEXT PAGE *****

MIKE SMITH (903) 843-3085
 TAX ASSESSOR/COLLECTOR
 215 NORTH TITUS
 GILMER, TX 75644

STATEMENT OF ACCOUNT

This is a statement of taxes paid & due as of
 05 MAY 1999 based upon the tax records of the
 Upshur County Tax Office

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GILMER INDEPENDENT SCHOOL DISTRICT, TRUSTEE (93880)
 * MICHEAL SMITH, TAX ASSESSOR-COLLECTOR
 215 N TITUS
 GILMER, TX 75644-1924

BILL ID	UNPAID BILLS SUMMARY					AMOUNT DUE
	RATE	TAX DUE	PEN & INT	ATT FEE		
S02.85.R7824	0.7100	3.55	6.10	1.45	11.10	
S02.86.13426	0.7460	3.73	5.97	1.46	11.16	
S02.87.14495	0.8836	4.42	6.54	1.64	12.60	
S02.88.46430	0.8934	6.70	9.12	2.37	18.19	
S02.89.50438	0.9933	7.45	9.24	2.50	19.19	
S02.90.53366	1.0133	6.08	6.81	1.93	14.82	
S02.91.60925	0.3324	1.99	1.99	0.60	4.58	
S02.92.60074	0.3450	2.07	1.82	0.58	4.47	
S02.93.65273	1.2400	7.44	5.66	1.97	15.07	
S02.94.70682	1.2700	7.62	4.88	1.88	14.38	
S02.95.68229	1.3000	7.80	4.05	1.78	13.63	
S02.96.71536	1.3500	8.10	3.24	1.70	13.04	
S02.97.83831	1.3500	8.10	2.27	1.56	11.93	
Total Due on Unpaid Bills:					\$281.41	
Total Due for Property "R49893" if Paid Before 6/01/99:					\$281.41	

RESOLUTION NO. _____

WHEREAS, Commissioners Court of UPSHUR COUNTY, TEXAS has become the owner of certain real property (see attached) by virtue of the fact that a sufficient bid was not received at a sale conducted by the Sheriff pursuant to an order of the District Court in Cause No. 96-20 LOT 449

County of UPSHUR, Vs TEXAS OPERATING CORP.

WHEREAS, a potential buyer of the property has come forward and

WHEREAS, all taxing entities involved in the above referenced cause must consent to the sale of the hereinabove described real property and

WHEREAS, it is to the benefit of all the taxing entities involved that the property be returned to their respective tax rolls;

NOW THEREFORE BE IT RESOLVED BY THE

Commissioners court of the County of UPSHUR, Texas That the County Judge be and is hereby directed and authorized to execute the deed and any and all document necessary to convey the hereinabove described real property to:

DIANA S. MARTIN
P O BOX 9682
LONGVIEW, TX 75608-9682

For and in consideration of the cash sum of \$ 600 00, said \$ 600.00
To be distributed pursuant to Chapter 34 of the Texas Property Tax Code.

Resolved this the 24th day of May, 1999

Charles Hill
COUNTY JUDGE

ATTEST: SECRETARY

Gadden Lindsay
Commissioner Pct. 1

Commissioner Pct. 2

[Signature]
Commissioner Pct. 3

[Signature]
Commissioner Pct. 4

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:20
UPSHUR COUNTY, TX.
BY _____ DEPUTY

Suit # 96-20

Account # 62367

Legal Description:

lot 449 Inact 13 Ph. 5 Glenwood Acres

Market Value \$ 2,100.00

Redemption Period Expires _____

Map Number J.11

Taxing Entities:

230

CED

S02

FD1

Amount Struck Off For \$ N/A

Location of Property:

Elmwood Drive

Improvements: Yes _____

No _____

Description of Improvements:

BIDDER

Date

MIKE SMITH (903) 843-3085
 TAX ASSESSOR/COLLECTOR
 215 NORTH TITUS
 GILMER, TX 75644

STATEMENT OF ACCOUNT

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GILMER INDEPENDENT SCHOOL DISTRICT, TRUSTEE (93800)
 % MICHEAL SMITH, TAX ASSESSOR-COLLECTOR
 215 N TITUS
 GILMER, TX 75644-1924

R62367 (S175-S02-000-PH5LT449)			VALUES	
(STATUS: JUDGEMENT ON PROPERTY) GLENWOOD ACRES S175			Land Ag Mkt	0
(A225), BLOCK PH 5, LOT 449			Land Ag Use	0
			Land HS	0
ENTS DESCRIPTION	EXEMPTIONS	TAXABLE	Land NHS	2,100
230 UPSHUR COUNTY	EXG	0	Imp HS	0
S02 GILMER ISD	EXG	0	Imp NHS	0
FD1 FIRE DISTRICT	EXG	0	Assessed	2,100

PAID BILLS SUMMARY

BILL ID	TAX PAID	DISC P&I	ATT FEE PD	DATE PD	AMOUNT PAID
					Total Paid on Paid Bills: \$0.00

UNPAID BILLS SUMMARY

BILL ID	RATE	TAX DUE	PEN & INT	ATT FEE	AMOUNT DUE
230.86.31595	0.5170	36.19	57.90	14.11	108.20
230.87.41712	0.5170	36.19	53.56	13.46	103.21
230.88.46487	0.4900	29.40	39.99	10.41	79.80
230.89.50350	0.4900	7.35	9.12	2.47	18.94
230.90.53244	0.5049	3.03	3.39	0.96	7.38
230.91.60803	0.5049	3.03	3.03	0.91	6.97
230.92.59946	0.5390	8.09	7.12	2.28	17.49
230.93.65150	0.5538	8.31	6.32	2.19	16.82
230.94.70561	0.5350	8.03	5.14	1.90	15.15
230.95.68114	0.5580	8.37	4.35	1.91	14.63
230.96.71429	0.5700	8.55	3.42	1.80	13.77
230.97.83746	0.5700	8.55	2.39	1.64	12.58
E02.91.60803	0.8300	4.98	4.98	1.49	11.45
E02.92.59946	0.8950	13.43	11.82	3.79	29.04
FD1.90.53244	0.0300	0.18	0.20	0.06	0.44
FD1.91.60803	0.0300	0.18	0.18	0.05	0.41
FD1.92.59946	0.0300	0.45	0.40	0.13	0.98
FD1.93.65150	0.0299	0.45	0.34	0.12	0.91
FD1.94.70561	0.0283	0.42	0.27	0.10	0.79
FD1.95.68114	0.0300	0.45	0.23	0.10	0.78
FD1.96.71429	0.0295	0.44	0.18	0.09	0.71
FD1.97.83746	0.0290	0.44	0.12	0.08	0.64
S02.86.10467	0.7460	52.22	83.55	20.37	156.14

***** TAX ITEMS CONTINUED ON NEXT PAGE *****

MIKE SMITH (903) 843-3085
TAX ASSESSOR/COLLECTOR
215 NORTH TITUS
GILMER, TX 75644

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GILMER INDEPENDENT SCHOOL DISTRICT, TRUSTEE (93880)
* MICHEAL SMITH, TAX ASSESSOR-COLLECTOR
215 N TITUS
GILMER, TX 75644-1924

UNPAID BILLS SUMMARY

BILL ID	RATE	TAX DUE	PEN & INT	ATT FEE	AMOUNT DUE
S02.87.14548	0.8836	61.85	91.54	23.01	176.40
S02.88.46487	0.8934	53.60	72.90	18.98	145.48
S02.89.50350	0.9933	14.90	18.48	5.01	38.39
S02.90.53244	1.0133	6.08	6.81	1.93	14.82
S02.91.60803	0.3324	1.99	1.99	0.60	4.58
S02.92.59946	0.3450	5.18	4.55	1.46	11.19
S02.93.65150	1.2400	18.60	14.14	4.91	37.65
S02.94.70561	1.2700	19.05	12.19	4.69	35.93
S02.95.68114	1.3000	19.50	10.14	4.45	34.09
S02.96.71429	1.3500	20.25	8.10	4.25	32.60
S02.97.83746	1.3500	20.25	5.67	3.89	29.81

Total Due on Unpaid Bills: \$1,178.17

Total Due for Property "R62367" if Paid Before 6/01/99: \$1,178.17

UPSHUR COUNTY TAX OFFICE

215 N. TITUS
GILMER, TX 75644
903-843-3085
FAX: 903-843-3083

MICHEAL L. SMITH
TAX ASSESSOR-COLLECTOR
UPSHUR COUNTY TAX OFFICE
215 N. TITUS
GILMER, TX 75644

May 10, 1999

COMMISSIONERS COURT
P. O. BOX 730
GILMER, TEXAS 75644

RE: WRITTEN BID ON PROPERTY FORECLOSED FOR DELINQUENT TAXES

Dear Sirs:

Please find enclosed, a resolution for a written bid on property foreclosed on for delinquent taxes. All taxing entities must approve the sale of this property and the proceeds from this sale are distributed according to the Property Tax Code of the State of Texas

For property held in trust for GILMER ISD, Bidder #1 bids \$2,500.00 for property described as TRACT 13 PH-5, LOTS 424, 425, 426, 427, 428, 429 GLENWOOD ACRES.

I have enclosed a map, fact sheet, and a current tax statement for your convenience. If you need further information, please feel free to contact our office. We will be glad to help you.

Sincerely,

Paula Gentry
PAULA GENTRY
DEPUTY TO MICHEAL L. SMITH

PAG
Enclosures

RESOLUTION NO. _____

WHEREAS, Commissioners Court of UPSHUR COUNTY, TEXAS has become the owner of certain real property (see attached) by virtue of the fact that a sufficient bid was not received at a sale conducted by the Sheriff pursuant to an order of the District Court in Cause No. 96-20 LOTS 424-429

County of UPSHUR, Vs TEXAS OPERATING CORP.

WHEREAS, a potential buyer of the property has come forward and

WHEREAS, all taxing entities involved in the above referenced cause must consent to the sale of the hereinabove described real property and

WHEREAS, it is to the benefit of all the taxing entities involved that the property be returned to their respective tax rolls;

NOW THEREFORE BE IT RESOLVED BY THE

Commissioners court of the County of UPSHUR, Texas That the County Judge be and is hereby directed and authorized to execute the deed and any and all document necessary to convey the hereinabove described real property to:

DIANA S. MARTIN
P O BOX 9682
LONGVIEW, TX 75608-9682

For and in consideration of the cash sum of \$ 2,500.00, said \$ 2,500.00 To be distributed pursuant to Chapter 34 of the Texas Property Tax Code.

Resolved this the 24th day of May, 1999

Charles J. Davis
COUNTY JUDGE

ATTEST: SECRETARY
Madeline Sunday
Commissioner Pct. 1

Commissioner Pct. 2

J. D. [Signature]
Commissioner Pct. 3

Russell N. [Signature]
Commissioner Pct. 4

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:21
UPSHUR COUNTY, TX
DEPUTY

VC: 53 PG 858

Suit # 96-20

Account # 52652

Legal Description:

Lot 424, 425, 426, 427, 428, 429 Tract 13 Ph:5
Glennwood Acres

Market Value \$ 12,600.00

Redemption Period Expires _____

Map Number J-11

Taxing Entities:

230 _____ CED _____
SO2 _____ _____
FDI _____ _____

Amount Struck Off For \$ N/A

Location of Property:

Elmwood Drive

Improvements: Yes _____ No _____

Description of Improvements:

BIDDER

Date

MIKE SMITH (903) 843-3085
 TAX ASSESSOR/COLLECTOR
 215 NORTH TITUS
 GILMER, TX 75644

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GILMER INDEPENDENT SCHOOL DISTRICT, TRUSTEE (93880)
 X MICHEAL SMITH, TAX ASSESSOR-COLLECTOR
 215 N TITUS
 GILMER, TX 75644-1924

R52652 (S175-902-000-PH5LT424)			VALUES	
(STATUS: JUDGEMENT ON PROPERTY) GLENWOOD ACRES S175			Land Ag Mkt	0
(A225), BLOCK PH 5, LOT 424			Land Ag Use	0
			Land HS	0
ENTS DESCRIPTION	EXEMPTIONS	TAXABLE	Land NHS	2,100
230 UPSHUR COUNTY	EXG	0	Imp HS	0
902 GILMER ISD	EXG	0	Imp NHS	0
FD1 FIRE DISTRICT	EXG	0	Assessed	2,100

PAID BILLS SUMMARY

BILL ID	TAX PAID	DISC P&I	ATT FEE PD	DATE PD	AMOUNT PAID
					Total Paid on Paid Bills: \$0.00

UNPAID BILLS SUMMARY

BILL ID	RATE	TAX DUE	PEN & INT	ATT FEE	AMOUNT DUE
230.85.36088	0.4020	6.03	10.37	2.46	18.86
230.86.40324	0.5170	7.76	12.42	3.03	23.21
230.87.41682	0.5170	7.76	11.49	2.89	22.14
230.88.46452	0.4900	7.35	10.00	2.60	19.95
230.89.50347	0.4900	7.35	9.12	2.47	18.94
230.90.53238	0.5049	3.03	3.39	0.96	7.38
230.91.60797	0.5049	3.03	3.03	0.91	6.97
230.92.59940	0.5390	8.09	7.12	2.28	17.49
230.93.65144	0.5538	8.31	6.32	2.19	16.82
230.94.70555	0.5350	8.03	5.14	1.98	15.15
230.95.68108	0.5580	8.37	4.35	1.91	14.63
230.96.71423	0.5700	8.55	3.42	1.80	13.77
230.97.83740	0.5700	8.55	2.39	1.64	12.58
E02.91.60797	0.8300	4.98	4.98	1.49	11.45
E02.92.59940	0.8950	13.43	11.82	3.79	29.04
FD1.90.53238	0.0300	0.18	0.20	0.06	0.44
FD1.91.60797	0.0300	0.18	0.10	0.05	0.41
FD1.92.59940	0.0300	0.45	0.40	0.13	0.98
FD1.93.65144	0.0299	0.45	0.34	0.12	0.91
FD1.94.70555	0.0283	0.42	0.27	0.10	0.79
FD1.95.68108	0.0300	0.45	0.23	0.10	0.78
FD1.96.71423	0.0295	0.44	0.18	0.09	0.71
FD1.97.83740	0.0290	0.44	0.12	0.08	0.64

***** TAX ITEMS CONTINUED ON NEXT PAGE *****

MIKE SMITH (903) 843-3085
TAX ASSESSOR/COLLECTOR
215 NORTH TITUS
GILMER, TX 75644

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* MICHEAL SMITH, TAX ASSESSOR-COLLECTOR
215 N TITUS
GILMER, TX 75644-1924

UNPAID BILLS SUMMARY

BILL ID	RATE	TAX DUE	PEN & INT	ATT FEE	AMOUNT DUE
S02.85.R7863	0.7100	10.65	18.32	4.35	33.32
S02.86.13463	0.7460	11.19	17.90	4.36	33.45
S02.87.14517	0.8836	13.25	19.61	4.93	37.79
S02.88.46452	0.8934	13.40	18.22	4.74	36.36
S02.89.50347	0.9933	14.90	18.48	5.01	38.39
S02.90.53238	1.0133	6.08	6.81	1.93	14.82
S02.91.60797	0.3324	1.99	1.99	0.60	4.58
S02.92.59940	0.3450	5.18	4.55	1.46	11.19
S02.93.65144	1.2400	18.60	14.14	4.91	37.65
S02.94.70555	1.2700	19.05	12.19	4.69	35.93
S02.95.68108	1.3000	19.50	10.14	4.45	34.09
S02.96.71423	1.3500	20.25	8.10	4.25	32.60
S02.97.83740	1.3500	20.25	5.67	3.89	29.81

Total Due on Unpaid Bills: \$634.02

Total Due for Property "R52652" if Paid Before 6/01/99: \$634.02

MIKE SMITH (903) 843-3085
 TAX ASSESSOR/COLLECTOR
 215 NORTH TITUS
 GILMER, TX 75644

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GILMER INDEPENDENT SCHOOL DISTRICT, TRUSTEE (93880)
 X MICHEAL SMITH, TAX ASSESSOR-COLLECTOR
 215 N TITUS
 GILMER, TX 75644-1924

R52651 (S175-502-000-PH5LT425)			VALUES	
(STATUS: JUDGEMENT ON PROPERTY) GLENWOOD ACRES S175			Land Ag Mkt	0
(A225), BLOCK PH 5, LOT 425			Land Ag Use	0
			Land HS	0
ENTS DESCRIPTION	EXEMPTIONS	TAXABLE	Land NHS	2,100
230 UPSHUR COUNTY	EXG	0	Imp HS	0
S02 GILMER ISD	EXG	0	Imp NHS	0
FD1 FIRE DISTRICT	EXG	0	Assessed	2,100

PAID BILLS SUMMARY

BILL ID	TAX PAID	DISC P&I	ATT FEE PD	DATE PD	AMOUNT PAID
					Total Paid on Paid Bills: \$0.00

UNPAID BILLS SUMMARY

BILL ID	RATE	TAX DUE	PEN & INT	ATT FEE	AMOUNT DUE
230.87.41681	0.5170	36.19	53.56	13.46	103.21
230.88.46451	0.4900	7.35	10.00	2.60	19.95
230.89.50348	0.4900	7.35	9.12	2.47	18.94
230.90.53239	0.5049	3.03	3.39	0.96	7.38
230.91.60798	0.5049	3.03	3.03	0.91	6.97
230.92.59941	0.5390	8.09	7.12	2.28	17.49
230.93.65145	0.5538	8.31	6.32	2.19	16.82
230.94.70556	0.5350	8.03	5.14	1.98	15.15
230.95.68109	0.5580	8.37	4.35	1.91	14.63
230.96.71424	0.5700	8.55	3.42	1.80	13.77
230.97.83741	0.5700	8.55	2.39	1.64	12.58
E02.91.60798	0.8300	4.98	4.98	1.49	11.45
E02.92.59941	0.8950	13.43	11.82	3.79	29.04
FD1.90.53239	0.0300	0.18	0.20	0.06	0.44
FD1.91.60798	0.0300	0.18	0.18	0.05	0.41
FD1.92.59941	0.0300	0.45	0.40	0.13	0.98
FD1.93.65145	0.0299	0.45	0.34	0.12	0.91
FD1.94.70556	0.0283	0.42	0.27	0.10	0.79
FD1.95.68109	0.0300	0.45	0.23	0.10	0.78
FD1.96.71424	0.0295	0.44	0.18	0.09	0.71
FD1.97.83741	0.0290	0.44	0.12	0.08	0.64
S02.87.14516	0.8836	61.85	91.54	23.01	176.40
S02.88.46451	0.8934	13.40	18.22	4.74	36.36

***** TAX ITEMS CONTINUED ON NEXT PAGE *****

MIKE SMITH (903) 843-3085
TAX ASSESSOR/COLLECTOR
215 NORTH TITUS
GILMER, TX 75644

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GILMER INDEPENDENT SCHOOL DISTRICT, TRUSTEE (93880)
* MICHEAL SMITH, TAX ASSESSOR-COLLECTOR
215 N TITUS
GILMER, TX 75644-1924

UNPAID BILLS SUMMARY

BILL ID	RATE	TAX DUE	PEN & INT	ATT FEE	AMOUNT DUE
S02.89.50348	0.9933	14.90	18.48	5.01	38.39
S02.90.53239	1.0133	6.08	6.81	1.93	14.82
S02.91.60798	0.3324	1.99	1.99	0.60	4.58
S02.92.59941	0.3450	5.18	4.55	1.46	11.19
S02.93.65145	1.2400	18.60	14.14	4.91	37.65
S02.94.70556	1.2700	19.05	12.19	4.69	35.93
S02.95.68109	1.3000	19.50	10.14	4.45	34.09
S02.96.71424	1.3500	20.25	8.10	4.25	32.60
S02.97.83741	1.3500	20.25	5.67	3.89	29.81
Total Due on Unpaid Bills:					\$744.86
Total Due for Property "R52651" if Paid Before 6/01/99:					\$744.86

MIKE SMITH (903) 843-3085
 TAX ASSESSOR/COLLECTOR
 215 NORTH TITUS
 GILMER, TX 75644

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 X MICHEAL SMITH, TAX ASSESSOR-COLLECTOR
 215 N TITUS
 GILMER, TX 75644-1924

R52653 (S175-S02-000-PH5LT426)			VALUES	
(STATUS: JUDGEMENT ON PROPERTY) GLENWOOD ACRES S175			Land Ag Mkt	0
(A225), BLOCK PH 5, LOT 426			Land Ag Use	0
			Land HS	0
ENTS DESCRIPTION	EXEMPTIONS	TAXABLE	Land NHS	2,100
230 UPSHUR COUNTY	EXG	0	Imp HS	0
S02 GILMER ISD	EXG	0	Imp NHS	0
FD1 FIRE DISTRICT	EXG	0	Assessed	2,100

PAID BILLS SUMMARY

BILL ID	TAX PAID	DISC P&I	ATT FEE PD	DATE PD	AMOUNT PAID
					Total Paid on Paid Bills: \$0.00

UNPAID BILLS SUMMARY

BILL ID	RATE	TAX DUE	PEN & INT	ATT FEE	AMOUNT DUE
230.85.36089	0.4020	6.03	10.37	2.46	18.86
230.86.40325	0.5170	7.76	12.42	3.03	23.21
230.87.41683	0.5170	7.76	11.49	2.89	22.14
230.88.46453	0.4900	7.35	10.00	2.60	19.95
230.89.50349	0.4900	7.35	9.12	2.47	18.94
230.90.53240	0.5049	3.03	3.39	0.96	7.38
230.91.60799	0.5049	3.03	3.03	0.91	6.97
230.92.59942	0.5390	8.09	7.12	2.28	17.49
230.93.65146	0.5538	8.31	6.32	2.19	16.82
230.94.70557	0.5350	8.03	5.14	1.98	15.15
230.95.68110	0.5580	8.37	4.35	1.91	14.63
230.96.71425	0.5700	8.55	3.42	1.80	13.77
230.97.83742	0.5700	8.55	2.39	1.64	12.58
E02.91.60799	0.8300	4.98	4.98	1.49	11.45
E02.92.59942	0.8950	13.43	11.82	3.79	29.04
FD1.90.53240	0.0300	0.18	0.20	0.06	0.44
FD1.91.60799	0.0300	0.18	0.18	0.05	0.41
FD1.92.59942	0.0300	0.45	0.40	0.13	0.98
FD1.93.65146	0.0299	0.45	0.34	0.12	0.91
FD1.94.70557	0.0283	0.42	0.27	0.10	0.79
FD1.95.68110	0.0300	0.45	0.23	0.10	0.78
FD1.96.71425	0.0295	0.44	0.18	0.09	0.71
FD1.97.83742	0.0290	0.44	0.12	0.08	0.64

***** TAX ITEMS CONTINUED ON NEXT PAGE *****

MIKE SMITH (903) 843-3085
TAX ASSESSOR/COLLECTOR
215 NORTH TITUS
GILMER, TX 75644

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GILMER INDEPENDENT SCHOOL DISTRICT, TRUSTEE (93880)
* MICHEAL SMITH, TAX ASSESSOR-COLLECTOR
215 N TITUS
GILMER, TX 75644-1924

UNPAID BILLS SUMMARY

BILL ID	RATE	TAX DUE	PEN & INT	ATT FEE	AMOUNT DUE
802.85.87864	0.7100	10.65	18.32	4.35	33.32
802.86.13464	0.7460	11.19	17.90	4.36	33.45
802.87.14518	0.8836	13.25	19.61	4.93	37.79
802.88.46453	0.8934	13.40	18.22	4.74	36.36
802.89.50349	0.9933	14.90	18.48	5.01	38.39
802.90.53240	1.0133	6.08	6.81	1.93	14.82
802.91.60799	0.3324	1.99	1.99	0.60	4.58
802.92.59942	0.3450	5.18	4.55	1.46	11.19
802.93.65146	1.2400	18.60	14.14	4.91	37.65
802.94.70557	1.2700	19.05	12.19	4.69	35.93
802.95.68110	1.3000	19.50	10.14	4.45	34.09
802.96.71425	1.3500	20.25	8.10	4.25	32.60
802.97.83742	1.3500	20.25	5.67	3.89	29.81

Total Due on Unpaid Bills: \$634.02

Total Due for Property "R52653" if Paid Before 6/01/99: \$634.02

MIKE SMITH (903) 843-3085
 TAX ASSESSOR/COLLECTOR
 215 NORTH TITUS
 GILMER, TX 75644

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GILMER INDEPENDENT SCHOOL DISTRICT, TRUSTEE (93880)
 X MICHEAL SMITH, TAX ASSESSOR-COLLECTOR
 215 N TITUS
 GILMER, TX 75644-1924

R52656 (S175-S02-000-PH5LT427)			VALUES	
(STATUS: JUDGEMENT ON PROPERTY) GLENWOOD ACRES S175			Land Ag Mkt	0
(A225), BLOCK PH 5, LOT 427			Land Ag Use	0
			Land HS	0
ENTS DESCRIPTION	EXEMPTIONS	TAXABLE	Land NHS	2,100
230 UPSHUR COUNTY	EXG	0	Imp HS	0
S02 GILMER ISD	EXG	0	Imp NHS	0
FD1 FIRE DISTRICT	EXG	0	Assessed	2,100

PAID BILLS SUMMARY

BILL ID	TAX PAID	DISC P&I	ATT FEE PD	DATE PD	AMOUNT PAID
					Total Paid on Paid Bills: \$0.00

UNPAID BILLS SUMMARY

BILL ID	RATE	TAX DUE	PEN & INT	ATT FEE	AMOUNT DUE
230.85.36092	0.4020	6.03	10.37	2.46	18.86
230.86.40328	0.5170	7.76	12.42	3.03	23.21
230.87.41686	0.5170	7.76	11.49	2.89	22.14
230.88.46456	0.4900	7.35	10.00	2.60	19.95
230.89.50298	0.4900	7.35	9.12	2.47	18.94
230.90.53241	0.5049	3.03	3.39	0.96	7.38
230.91.60800	0.5049	3.03	3.03	0.91	6.97
230.92.59943	0.5390	8.09	7.12	2.28	17.49
230.93.65147	0.5538	8.31	6.32	2.19	16.82
230.94.70558	0.5350	8.03	5.14	1.98	15.15
230.95.68111	0.5580	8.37	4.35	1.91	14.63
230.96.71426	0.5700	8.55	3.42	1.80	13.77
230.97.83743	0.5700	8.55	2.39	1.64	12.58
E02.91.60800	0.8300	4.98	4.98	1.49	11.45
E02.92.59943	0.8950	13.43	11.82	3.79	29.04
FD1.90.53241	0.0300	0.18	0.20	0.06	0.44
FD1.91.60800	0.0300	0.18	0.18	0.05	0.41
FD1.92.59943	0.0300	0.45	0.40	0.13	0.98
FD1.93.65147	0.0299	0.45	0.34	0.12	0.91
FD1.94.70558	0.0283	0.42	0.27	0.10	0.79
FD1.95.68111	0.0300	0.45	0.23	0.10	0.78
FD1.96.71426	0.0295	0.44	0.18	0.09	0.71
FD1.97.83743	0.0290	0.44	0.12	0.08	0.64

***** TAX ITEMS CONTINUED ON NEXT PAGE *****

MIKE SMITH (903) 843-3085
TAX ASSESSOR/COLLECTOR
215 NORTH TITUS
GILMER, TX 75644

STATEMENT OF ACCOUNT
This is a statement of taxes paid & due as of
05 MAY 1999 based upon the tax records of the
Upshur County Tax Office

This document is not a tax certificate and does not absolve a taxpayer from tax liability in any way. Should this document be found to be in error it may be corrected by the collection office. Responsibility to pay taxes remains with the taxpayer as outlined in the Texas Property Tax Code.

GILMER INDEPENDENT SCHOOL DISTRICT, TRUSTEE (93880)
X MICHEAL SMITH, TAX ASSESSOR-COLLECTOR
215 N TITUS
GILMER, TX 75644-1924

UNPAID BILLS SUMMARY

BILL ID	RATE	TAX DUE	PEN & INT	ATT FEE	AMOUNT DUE
S02.85.R7867	0.7100	10.65	18.32	4.35	33.32
S02.86.13467	0.7460	11.19	17.90	4.36	33.45
S02.87.14521	0.8836	13.25	19.61	4.93	37.79
S02.88.46456	0.8934	13.40	18.22	4.74	36.36
S02.89.50298	0.9933	14.90	18.48	5.01	38.39
S02.90.53241	1.0133	6.08	6.81	1.93	14.82
S02.91.60800	0.3324	1.99	1.99	0.60	4.58
S02.92.59943	0.3450	5.18	4.55	1.46	11.19
S02.93.65147	1.2400	18.60	14.14	4.91	37.65
S02.94.70558	1.2700	19.05	12.19	4.69	35.93
S02.95.68111	1.3000	19.50	10.14	4.45	34.09
S02.96.71426	1.3500	20.25	8.10	4.25	32.60
S02.97.83743	1.3500	20.25	5.67	3.89	29.81
Total Due on Unpaid Bills:					\$634.02
Total Due for Property "R52656" if Paid Before 6/01/99:					\$634.02

MIKE SMITH (903) 843-3085
 TAX ASSESSOR/COLLECTOR
 215 NORTH TITUS
 GILMER, TX 75644

STATEMENT OF ACCOUNT
 This is a statement of taxes paid & due as of
 13 MAY 1999 based upon the tax records of the
 Upshur County Tax Office

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GILMER INDEPENDENT SCHOOL DISTRICT, TRUSTEE (93880)
 X MICHEAL SMITH, TAX ASSESSOR-COLLECTOR
 215 N TITUS
 GILMER, TX 75644-1924

R52654 (S175-502-000-PH5LT428)			VALUES	
(STATUS: JUDGEMENT ON PROPERTY) GLENWOOD ACRES S175			Land Ag Mkt	0
(A225), BLOCK PH 5, LOT 428			Land Ag Use	0
			Land HS	0
ENTS DESCRIPTION	EXEMPTIONS	TAXABLE	Land NHS	2,100
230 UPSHUR COUNTY	EXG	0	Imp HS	0
S02 GILMER ISD	EXG	0	Imp NHS	0
FD1 FIRE DISTRICT	EXG	0	Assessed	2,100

PAID BILLS SUMMARY

BILL ID	TAX PAID	DISC P&I	ATT FEE PD	DATE PD	AMOUNT PAID
					Total Paid on Paid Bills: \$0.00

UNPAID BILLS SUMMARY

BILL ID	RATE	TAX DUE	PEN & INT	ATT FEE	AMOUNT DUE
230.85.36090	0.4020	6.03	10.37	2.46	18.86
230.86.40326	0.5170	7.76	12.42	3.03	24.21
230.87.41684	0.5170	7.76	11.49	2.89	22.14
230.88.46454	0.4900	7.35	10.00	2.60	19.95
230.89.50296	0.4900	7.35	9.12	2.47	18.94
230.90.53242	0.5049	3.03	3.39	0.96	7.38
230.91.60801	0.5049	3.03	3.03	0.91	6.97
230.92.59944	0.5390	8.09	7.12	2.28	17.49
230.93.65148	0.5538	8.31	6.32	2.19	16.82
230.94.70559	0.5350	8.03	5.14	1.98	15.15
230.95.68112	0.5580	8.37	4.35	1.91	14.63
230.96.71427	0.5700	8.55	3.42	1.80	13.77
230.97.83744	0.5700	8.55	2.39	1.64	12.58
E02.91.60801	0.8300	4.98	4.98	1.49	11.45
E02.92.59944	0.8950	13.43	11.82	3.79	29.04
FD1.90.53242	0.0300	0.18	0.20	0.06	0.44
FD1.91.60801	0.0300	0.18	0.18	0.05	0.41
FD1.92.59944	0.0300	0.45	0.40	0.13	0.98
FD1.93.65148	0.0299	0.45	0.34	0.12	0.91
FD1.94.70559	0.0283	0.42	0.27	0.10	0.79
FD1.95.68112	0.0300	0.45	0.23	0.10	0.78
FD1.96.71427	0.0295	0.44	0.18	0.09	0.71
FD1.97.83744	0.0290	0.44	0.12	0.08	0.64

***** TAX ITEMS CONTINUED ON NEXT PAGE *****

MIKE SMITH (903) 843-3085
TAX ASSESSOR/COLLECTOR
215 NORTH TITUS
GILMER, TX 75644

STATEMENT OF ACCOUNT
This is a statement of taxes paid & due as of
13 MAY 1999 based upon the tax records of the
Upshur County Tax Office

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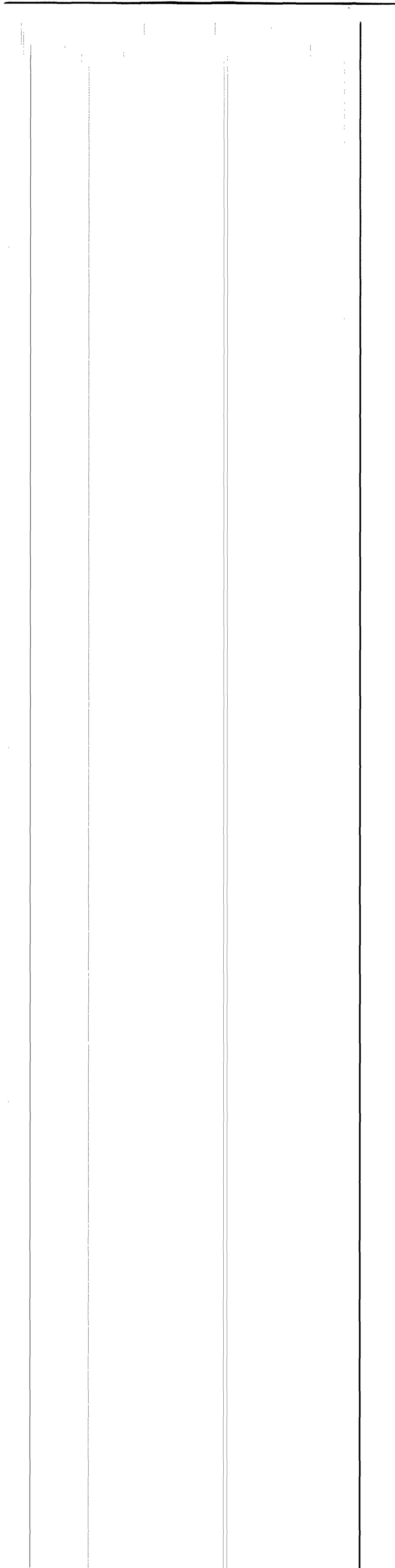
GILMER INDEPENDENT SCHOOL DISTRICT, TRUSTEE (93880)
* MICHEAL SMITH, TAX ASSESSOR-COLLECTOR
215 N TITUS
GILMER, TX 75644-1924

UNPAID BILLS SUMMARY						
BILL ID	RATE	TAX DUE	PEN & INT	ATT FEE	AMOUNT DUE	
S02.85. R7865	0.7100	10.65	18.32	4.35	33.32	
S02.86. 13465	0.7460	11.19	17.90	4.36	33.45	
S02.87. 14519	0.8036	13.25	19.61	4.93	37.79	
S02.88. 46454	0.8934	13.40	18.22	4.74	36.36	
S02.89. 50296	0.9933	14.90	18.48	5.01	38.39	
S02.90. 53242	1.0133	6.08	6.81	1.93	14.82	
S02.91. 60801	0.3324	1.99	1.99	0.60	4.58	
S02.92. 59944	0.3450	5.18	4.55	1.46	11.19	
S02.93. 65148	1.2400	18.60	14.14	4.91	37.65	
S02.94. 70559	1.2700	19.05	12.19	4.69	35.93	
S02.95. 68112	1.3000	19.50	10.14	4.45	34.09	
S02.96. 71427	1.3500	20.25	8.10	4.25	32.60	
S02.97. 83744	1.3500	20.25	5.67	3.89	29.81	
Total Due on Unpaid Bills:					\$634.02	
Total Due for Property "R52654" if Paid Before 6/01/99:					\$634.02	

MIKE SMITH (903) 843-3085
TAX ASSESSOR/COLLECTOR

VOL 53 PG 869
STATEMENT OF ACCOUNT

This is a statement of taxes paid & due as of



WHEREAS, Commissioners Court of UPSHUR COUNTY, TEXAS has become the owner of certain real property (see attached) by virtue of the fact that a sufficient bid was not received at a sale conducted by the Sheriff pursuant to an order of the District Court in Cause No. 93-83TX

County of UPSHUR, Vs MIRIAM VIRISC

WHEREAS, a potential buyer of the property has come forward and

WHEREAS, all taxing entities involved in the above referenced cause must consent to the sale of the hereinabove described real property and

WHEREAS, it is to the benefit of all the taxing entities involved that the property be returned to their respective tax rolls;

NOW THEREFORE BE IT RESOLVED BY THE

Commissioners court of the County of UPSHUR, Texas That the County Judge be and is hereby directed and authorized to execute the deed and any and all document necessary to convey the hereinabove described real property to:

ANITA R. BRAFFORD
RT. 2 BOX 139C
BIG SANDY, TX 75755

For and in consideration of the cash sum of \$ 2,000.00, said \$ 2,000 00 To be distributed pursuant to Chapter 34 of the Texas Property Tax Code.

Resolved this the 24th day of May, 1999

Charles J. Hill
COUNTY JUDGE

ATTEST: SECRETARY
Gaddi Lindsey
Commissioner Pct. 1

Commissioner Pct. 2
[Signature]
Commissioner Pct. 3
[Signature]
Commissioner Pct. 4

FILED
REX A. SHAW
COUNTY CLERK

99 MAY 28 AM 9:34

UPSHUR COUNTY, TX.

BY _____ DEPUTY

RESOLUTION NO. _____

WHEREAS, Commissioners Court of UPSHUR COUNTY, TEXAS has become the owner of certain real property (see attached) by virtue of the fact that a sufficient bid was not received at a sale conducted by the Sheriff pursuant to an order of the District Court in Cause No. 93-61

County of UPSHUR, Vs F. R. FILES

WHEREAS, a potential buyer of the property has come forward and

WHEREAS, all taxing entities involved in the above referenced cause must consent to the sale of the hereinabove described real property and

WHEREAS, it is to the benefit of all the taxing entities involved that the property be returned to their respective tax rolls;

NOW THEREFORE BE IT RESOLVED BY THE

Commissioners court of the County of UPSHUR, Texas
That the County Judge be and is hereby directed and authorized to execute the deed and any and all document necessary to convey the hereinabove described real property to:

GENE JACOBS
RT 2 BOX 14B
DAINGERFIELD, TX 75638

For and in consideration of the cash sum of \$ 1,000.00, said \$ 1,000.00
To be distributed pursuant to Chapter 34 of the Texas Property Tax Code.

Resolved this the 24th day of May, 1999

Charles E. Hill
COUNTY JUDGE

ATTEST: SECRETARY
Guddie Lindsey
Commissioner Pct. 1

Commissioner Pct. 2
[Signature]
Commissioner Pct. 3
[Signature]
Commissioner Pct. 4

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12: 21
UPSHUR COUNTY, TX.
BY _____ DEPUTY

SPECIAL ROAD USE AGREEMENT CONTRACT

THE STATE OF TEXAS ()
COUNTY OF UPSHUR () KNOW ALL MEN BY THESE PRESENTS

The undersigned EAGLE LOGGING, hereinafter referred to as First Party, enters into and makes an agreement with Upshur County Commissioner of precinct No. 4, Upshur County, and in order to get material to market it is necessary to use a portion of Upshur County roads located in Precinct No. 4, over which Commissioner has jurisdiction and obligation to maintain in good repair, and both parties being aware of possible damage to said roads as a result of hauling on and over same, enter into the following agreement:

1.
First Party agrees to use only that section of (describe exact route, direction and miles in tenths) _____

CHEROKEE TRACE

2.
First Party agrees to use its vehicles in such a manner as not to block or interfere with other traffic on said road, so that said road will be open to travel by the public at all times.

3.
First party agrees to grade, maintain and otherwise repair said road, using its own equipment, labor and materials, if any needed, during the duration of time that First Party is removing LOGS from its lands located in Precinct No. 4, Upshur County.

4.
First Party agrees to put said road back into the same condition as it was prior to the commencement of hauling operations on the part of First Party.

5.
First Party agrees to POST SURETY BOND in the amount of \$ _____ to Upshur County Commissioner's Court to insure performance of agreement.

6.
Nothing herein shall be construed as a waiver by the Commissioner of the authority granted him by Article 6716, V.A.C.S., but the rights and authority granted the Commissioner by the terms of Article 6716, V.A.C.S., are expressly reserved by the Commissioner in the event First Party fails to abide by the conditions above set forth.

[Signature]
First Party Signature

[Signature]
County Judge

RT. 1 BOX 307
Street or Box

Commissioner 1

QUEEN CITY, TX. 75572
City, State and Zip Code

Commissioner 2

903-728-5233
Telephone

Commissioner 3

Timber Tract

[Signature]
Commissioner 4

5-20-99
Date Signed

Date Signed

Permit issued for a period not to exceed 90 days.

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:21
UPSHUR COUNTY, TX
DEPUTY

SPECIAL ROAD USE AGREEMENT CONTRACT

THE STATE OF TEXAS ()
COUNTY OF UPSHUR () KNOW ALL MEN BY THESE PRESENTS

The undersigned D + B Timber, hereinafter referred to as First Party, enters into and makes an agreement with Upshur County Commissioner of precinct No. 2, Upshur County, and in order to get material to market it is necessary to use a portion of Upshur County roads located in Precinct No. 2, over which Commissioner has jurisdiction and obligation to maintain in good repair, and both parties being aware of possible damage to said roads as a result of hauling on and over same, enter into the following agreement:

1.
First Party agrees to use only that section of (describe exact route, direction and miles in tenths) _____
Off FM 2454 on Turtle for approx. 1/4 mile

2.
First Party agrees to use its vehicles in such a manner as not to block or interfere with other traffic on said road, so that said road will be open to travel by the public at all times.

3.
First party agrees to grade, maintain and otherwise repair said road, using its own equipment, labor and materials, if any needed, during the duration of time that First Party is removing logs from its lands located in Precinct No. 2, Upshur County.

4.
First Party agrees to put said road back into the same condition as it was prior to the commencement of hauling operations on the part of First Party.

5.
First Party agrees to POST SURETY BOND in the amount of \$ _____ to Upshur County Commissioner's Court to insure performance of agreement.

6.
Nothing herein shall be construed as a waiver by the Commissioner of the authority granted him by Article 6716, V.A.C.S., but the rights and authority granted the Commissioner by the terms of Article 6716, V.A.C.S., are expressly reserved by the Commissioner in the event First Party fails to abide by the conditions above set forth.

Chad Brown
First Party Signature

cl
County Judge

P. O. Box 220
Street or Box
Atlanta, Tx. 75551
City, State and Zip Code
903-796-2126
Telephone
Manasco
Timber Tract
5-11-99
Date Signed

Commissioner 1

Commissioner 2

Commissioner 3
James H. Green
Commissioner 4

Date Signed

FILED
REX A. SHAW
COUNTY CLERK

99 MAY 24 PM 12:21
UPSHUR COUNTY, TX.

Permit issued for a period not to exceed 90 days.

PERMIT APPLICATION FOR USE OF UPSHUR COUNTY RIGHT OF WAY

TO. THE UPSHUR COUNTY COMMISSIONERS COURT
COUNTY OF UPSHUR
GILMER, TEXAS

PRECINCT 4 DATE 5-10-99

Formal notice is hereby given that Jim Faulkner whose principal address is Rt 3 Box 362R Gilmer does hereby propose to place a culvert within the ROW of County Road Holly Rd

The location and description of the proposed lines or appurtenances is more fully shown by three (3) copies of drawings attached to the application. Proposed construction will begin, if approved, on or after the _____ day of _____, 1999.

I, JIM FAULKNER, hereby attest that I have read the conditions set forth in this application and understand it's contents.

NAME: Jim & Paula
TITLE 725-7434

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:21
UPS HUR COUNTY, TX
BY _____
OFFICE

APPROVAL OF PERMIT APPLICATION

The Upshur County Commissioners Court offers no objections to the location on the right of way of your proposed culvert as shown by accompanying drawings and notice dated _____ 1999, except as noted below:

It is expressly understood that the Upshur County Commissioners Court does not purport, hereby, to grant any right, claim, title, or easement in or upon this county road; it is further understood that in the future should for any reason Upshur County need to work, improve, relocate, widen, increase, add to or in any manner change the structure of this right of way, this appurtenance, if affected, will be moved under the direction of the Upshur County Commissioners Court representative and shall be relocated at the complete expense of the owner within thirty (30) days upon receipt of notice from the Commissioners Court.

All work on the County right of way shall be performed in accordance with the Commissioners Court instructions. The installation shall not damage any part of the roadway and adequate provisions must be made to cause minimum inconvenience to traffic and adjacent owners. Specifications for placing this line are as follows:

1. Barricades, warning signs, lights and flagmen when necessary shall be provided by the contractor or owner. One half of the traveled portion of the road must be open at all times.
2. All lines, where practicable, shall be located to cross roadbed at approximately right angles. No lines are to be installed under or within 50 feet of either end of any bridge. No lines shall be placed in any culvert or within 10 feet of the closest point of same.
3. Parallel lines will be installed as near the right of way lines as possible and no parallel line will be installed in the roadbed or between the drainage ditch and the roadbed without special permission of the County Commissioners Court.

[Handwritten signatures]

VOL. 53 PG. 876

PERMIT APPLICATION FOR USE OF UPSHUR COUNTY RIGHT OF WAY

TO: THE UPSHUR COUNTY COMMISSIONERS COURT
COUNTY OF UPSHUR
GILMER, TEXAS

PRECINCT #1

DATE 5-17-99

Formal notice is hereby given that JAMES THOMPSON whose principal address is RT. 3 BOX 406, GILMER, TX. 75644 does hereby propose to place a CULVERT within the ROW of County Road ASPEN RD. The location and description of

the proposed lines or appurtenances is more fully shown by three (3) copies of drawings attached to the application. Proposed construction will begin, if approved, on or after the day of _____, 19____.

I, _____, hereby attest that I have read the conditions set forth in this application and understand it's contents. NAME James M. Thompson TITLE _____

734-5719

APPROVAL OF PERMIT APPLICATION

The Upshur County Commissioners Court offers no objections to the location on the right of way of your proposed _____ as shown by accompanying drawings and notice dated _____

except as noted below:

It is expressly understood that the Upshur County Commissioners Court does not purport, hereby, to grant any right, claim, title, or easement in or upon this county road; it is further understood that in the future should for any reason Upshur County need to work, improve, relocate, widen, increase, add to or in any manner change the structure of this right of way, this appurtenance, if affected, will be moved under the direction of the Upshur County Commissioners Court representative and shall be relocated at the complete expense of the owner within thirty (30) days upon receipt of notice from the Commissioners Court.

All work on the County right of way shall be performed in accordance with the Commissioners Court instructions. The installation shall not damage any part of the roadway and adequate provisions must be made to cause minimum inconvenience to traffic and adjacent owners. Specifications for placing this line are as follows:

1. Barricades, warning signs, lights and flagmen when necessary shall be provided by the contractor or owner. One half of the traveled portion of the road must be open at all times.
2. All lines, where practicable, shall be located to cross roadbed at approximately right angles. No lines are to be installed under or within 50 feet of either end of any bridge. No lines shall be placed in any culvert or within 10 feet of the closest point of same.

[Handwritten signature]

FILED
REX A. SHAM
COUNTY CLERK
MAY 24 PM 12:21
UPS HUR COUNTY, TX.
DEPT

PERMIT APPLICATION FOR USE OF UPSHUR COUNTY RIGHT OF WAY

TO: THE UPSHUR COUNTY COMMISSIONERS COURT
COUNTY OF UPSHUR
GILMER, TEXAS

PRECINCT #4

DATE 5-14-99

Formal notice is hereby given that PRITCHETT WATER whose principal address is P.O. BOX 567, GILMER, TX. 75644 does hereby propose to place a WATER LINE within the ROW of County Road ARROWWOOD RD. The location and description of the proposed lines or appurtenances is more fully shown by three (3) copies of drawings attached to the application. Proposed construction will begin, if approved, on or after the _____ day of _____, 19_____.

I, _____, hereby attest that I have read the conditions set forth in this application and understand its contents. NAME Ray Sweet TITLE _____

901-734-5438

APPROVAL OF PERMIT APPLICATION

The Upshur County Commissioners Court offers no objections to the location on the right of way of your proposed _____ as shown by accompanying drawings and notice dated _____ except as noted below:

It is expressly understood that the Upshur County Commissioners Court does not purport, hereby, to grant any right, claim, title, or easement in or upon this county road; it is further understood that in the future should for any reason Upshur County need to work, improve, relocate, widen, increase, add to or in any manner change the structure of this right of way, this appurtenance, if affected, will be moved under the direction of the Upshur County Commissioners Court representative and shall be relocated at the complete expense of the owner within thirty (30) days upon receipt of notice from the Commissioners Court.

All work on the County right of way shall be performed in accordance with the Commissioners Court instructions. The installation shall not damage any part of the roadway and adequate provisions must be made to cause minimum inconvenience to traffic and adjacent owners. Specifications for placing this line are as follows:

1. Barricades, warning signs, lights and flagmen when necessary shall be provided by the contractor or owner. One half of the traveled portion of the road must be open at all times.
2. All lines, where practicable, shall be located to cross roadbed at approximately right angles. No lines are to be installed under or within 50 feet of either end of any bridge. No lines shall be placed in any culvert or within 10 feet of the closest point of same.

Ray Sweet
Woods Judge
Ray Sweet

FILED
REX A. SHAW
COUNTY CLERK
99 MAY 24 PM 12:21
UPSUR COUNTY TX

Date: 5-24-99

COMMISSIONER COURT
ATTENDANCE SHEET

Name	City of Residence
Joyce Morrison	Gilmer
David L McMillon	
Horace R. Ray	Gilmer
Wynne Ray	Gilmer
Anderson King	Gilmer
Bennie Shull	Gilmer
City Parish	Gilmer - Precinct 4
James Water	
Dorothy Coppedge	Gilmer
Heck Gibson	
Bill Bacon	County
Peggy Adams	Gilmer
Myrtle	Gilmer
Christie Hallman	Gladeswater
John Clener	County

BY: _____
99/MAY 24, PM 12:21
SHERIFF COUNTY, TX.
DEPUTY

FILED
REX A. SHAW
COUNTY CLERK

Vol. 53 PG 880

Bill Webster	Longview
Beverly Manham	East Mtain
Mary Harris	Bilmer
Sam Long	Bilmer
Wes Ferguson	Longview News-Journal
Carolyn Piny	Big Sandy