



INTERMEDIATE SMALL BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

PUBLIC DISCLOSURE

October 31, 2011

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

Austin Bank, Texas National Association
Charter Number 5581

200 East Commerce Street
Jacksonville, TX 75766

Office of the Comptroller of the Currency

Longview Field Office
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NOTE: This document is an evaluation of this institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods consistent with safe and sound operation of the institution. This evaluation is not, nor should it be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion, or opinion of the federal financial supervisory agency concerning the safety and soundness of this financial institution.

INSTITUTION'S CRA RATING: This institution is rated Satisfactory

The Lending Test is rated: Satisfactory.

The Community Development Test is rated: Satisfactory.

The major factors that support this rating include:

- Austin Bank, Texas National Association (Austin Bank) demonstrates good responsiveness to the credit needs of its assessment areas. The bank's loan-to-deposit ratio is strong and a substantial majority of loans are extended in its designated assessment areas. The distribution of these loans by geography and by borrower income level reflects a reasonable penetration throughout the assessment areas.
- The level of qualified community development services, investments, and loans represents a satisfactory responsiveness to identified community development needs. Austin Bank's delivery systems are reasonably accessible to geographies and individuals of different income levels in its assessment areas. Additionally, the bank participates in programs and organizations that provide community development services throughout the assessment areas. The bank has made qualified investments during the evaluation period totaling \$1.4 million or 1.16% of Tier 1 Capital.

Scope of Examination

Conclusions regarding the bank's lending performance are based on residential mortgage and small business loans for the years 2009, 2010 and year-to-date 2011. For the community development test, the evaluation period runs from the ending date of the last CRA evaluation period to the stated date of the current CRA examination. This test includes a review of the investments, services and loans provided in the bank's assessment areas that meet the definition of community development.

The bank's primary assessment area includes Cherokee, Anderson, Nacogdoches and adjacent census tracts in Panola, Shelby and Henderson counties. This area, referred to as the Jacksonville Area, was selected for a full scope review due to the location of the bank's headquarters and the number of branch locations. The Longview and Tyler MSAs were also selected for review. These areas constitute a representative sample of both rural and metropolitan markets in which the bank operates. Performance ratings are based primarily on results of these areas. All assessment areas meet the requirements of the Community Reinvestment Act and do not arbitrarily exclude low or moderate income geographies.

We verified the accuracy of data used in the evaluation of the bank's performance by reviewing a sample of the residential loan products reported during the evaluation period. Our review revealed the integrity of the bank's data is sound and is considered to be a reliable source of information when reviewing CRA performance.

Additionally, we selected a representative sample of commercial loans to obtain the information necessary to make a determination of the bank's commercial lending performance. Community development loans, investments, and services submitted by bank management were verified to ensure they met the regulatory definition of community development.

We also contacted local business groups in each of the assessment areas receiving a full scope examination. Community contacts in the assessment areas disclosed that the primary needs in each area are for residential and commercial loans. Contacts in the Longview MSA and the Jacksonville assessment areas also noted the lack of affordable housing. A contact in the Tyler MSA reported a good availability of low and moderate income housing. All contacts noted the local financial institutions offer products that help meet these needs.

Description of Institution

Austin Bank, headquartered in Jacksonville, Texas, is an intrastate financial institution with \$1.3 billion in assets. The bank is wholly owned by TEB, Inc., a one bank holding company. Austin Bank has 31 full service branches and 30 automatic teller machines (ATMs) located throughout the East Texas area. The bank's offices are located in the non-metropolitan counties of Cherokee, Anderson, Harrison, Nacogdoches, Shelby, Van Zandt, and Rains. Banking offices are also located in the Tyler MSA that includes Smith County and in the Longview MSA that includes Gregg, Rusk and Upshur Counties.

Austin Bank's philosophy is to be a full service institution by providing a wide array of financial services to consumers and commercial businesses. Austin Bank is retail oriented and offers a wide range of deposit and loan products. As of September 30, 2011, the bank's net loans represented 74% of total assets. The following chart reflects the distribution of the bank's loan portfolio:

Loan Category	\$ (000)	%
Commercial Real Estate Loans	334,736	34.92
Commercial Loans	139,330	14.54
Residential Real Estate Loans	334,597	34.91
Consumer Loans	96,749	10.09
Agriculture	53,073	5.54
Total	958,485	100.00

There are no legal, financial or other factors impeding the bank's ability to help meet the credit needs in its assessment areas. Austin Bank's Tier 1 Capital level is \$123 million representing 9.60% of adjusted average assets as of September 30, 2011. The bank's CRA performance was last evaluated as of October 27, 2008, with the overall level of performance rated "Satisfactory."

Description of Assessment Areas

Jacksonville Area

The Jacksonville assessment area consists of Cherokee, Anderson and Nacogdoches counties. It also includes one census tract (CT) in Panola County (9506), four CTs in Shelby County (9501, 9502, 9503, and 9504) and three CTs in Henderson County (9501, 9502, and 9514.) There are a total of 41 CTs in this assessment area with only one low-income CT, six moderate-income CTs, 31 middle-income CTs and three upper-income CTs. Middle income tracts in Cherokee, Anderson, Nacogdoches and Shelby Counties are distressed with appropriate consideration given during this review. This assessment area is largely rural with limited opportunities for community development loans, services and investments.

The following table provides a description of the Jacksonville Assessment Area based on census data and 2011 Department of Housing and Urban Development information.

DEMOGRAPHIC AND ECONOMIC CHARACTERISTICS OF AA	
Population	
Number of Families	48,602
Number of Households	69,010
Geographies	
Number of Census Tracts	41
% Low-Income Census Tracts	2.44
% Moderate-Income Census Tracts	14.63
% Middle-Income Census Tracts	75.61
% Upper-Income Census Tracts	7.32
Median Family Income (MFI)	
2000 MFI for AA	36,380
2011 HUD-Adjusted MFI	46,500
Economic Indicators	
Unemployment Rate	9.4
2000 Median Housing Value	58,627
% of Households Below Poverty Level	19.00

Source: U.S. Census data

The Jacksonville area has a combined population of 199,017. Eight of the bank's branches and ATMs are located in this assessment area. Approximately 43% of total bank deposits are attained from customers in this assessment area. Several other financial institutions compete in this market, but Austin Bank has the largest market share of deposits with 11.4% of the area deposits. Austin Bank is retail oriented with a focus on mortgage and commercial lending. The area economy is considered stable although somewhat stagnant. Major employers in Cherokee

and Anderson Counties include the Texas Department of Criminal Justice, a Wal-Mart Distribution Center, medical related services and industries, and educational facilities. Major employers in Nacogdoches County include Stephen F. Austin State University, Pilgrim's Pride and the Nacogdoches Independent School District. Based on a recent contact with a local business group, the primary needs within the area is affordable housing and residential and commercial loans. This contact felt the local financial institutions were providing products and financing which help meet these needs.

Tyler MSA

The Tyler MSA consists of Smith County and includes the city of Tyler as well as several smaller adjacent communities. There are 36 census tracts (CTs) included in the MSA with 2 low-income CTs, 10 moderate-income CTs, 15 middle-income, and 9 upper-income CTs.

The following table provides a description of the Tyler MSA assessment area based on census data and 2011 Department of Housing and Urban Development information.

DEMOGRAPHIC AND ECONOMIC CHARACTERISTICS OF AA	
Population	
Number of Families	47,225
Number of Households	65,711
Geographies	
Number of Census Tracts	36
% Low-Income Census Tracts	5.56%
% Moderate-Income Census Tracts	27.78%
% Middle-Income Census Tracts	41.67%
% Upper-Income Census Tracts	25.00%
Median Family Income (MFI)	
2000 MFI for AA	\$44,565
2011 HUD-Adjusted MFI	\$56,200
Economic Indicators	
Unemployment Rate	8.3%
2000 Median Housing Value	\$81,023
% of Households Below Poverty Level	13%

Source: U.S. Census data

The Tyler MSA has a total population of 174,706. Ten of the bank's branches and ATMs are located in this assessment area with 19% of the total bank deposits. Numerous other institutions compete in this market with Austin Bank having the fourth largest market share of deposits with 6% of the area deposits. The area economy is considered stable to growing. Major employers include Trinity Mother Frances Hospital, East Texas Medical Center, and Brookshire Grocery Company. Based on a recent contact with a local business group, the primary need within the

assessment area is for residential and commercial loans. This contact also noted that there was good availability of housing in all price ranges. This contact felt the local financial institutions were providing products and financing which help meet these needs.

Longview MSA

The Longview MSA consists of Gregg, Upshur and Rusk Counties and includes 40 CTs. There are no low-income CTs, 8 moderate-income CTs, 26 middle-income and 6 upper income CTs.

The following table provides a description of the Longview MSA assessment area based on census data and 2011 Department of Housing and Urban Development information.

DEMOGRAPHIC AND ECONOMIC CHARACTERISTICS OF AA	
Population	
Number of Families	50,974
Number of Households	71,013
Geographies	
Number of Census Tracts	40
% Low-Income Census Tracts	0%
% Moderate-Income Census Tracts	20%
% Middle-Income Census Tracts	65%
% Upper-Income Census Tracts	15%
Median Family Income (MFI)	
2000 MFI for AA	\$40,970
2011 HUD-Adjusted MFI	\$54,500
Economic Indicators	
Unemployment Rate	7.3%
2000 Median Housing Value	\$66,674
% of Households Below Poverty Level	14.54%

Source: U.S. Census data

The Longview MSA has a total population of 188,323. Nine of the bank's branches and ATMs are located in this assessment area and 27% of the total bank deposits are derived from this assessment area. Numerous other institutions compete in this market with Austin Bank having the third largest market share of deposits with 8.4%. The area economy continues to grow slowly and is considered stable. Major employers include Good Shepherd Medical Center, Texas Eastman Company, LeTourneau Co., and the Longview Independent School District. Based on a recent contact with a local business group, the primary needs within the assessment area are for residential and commercial loans. The contact also reported a lack of affordable housing in the area. This contact believed the local financial institutions were providing products and financing opportunities to help meet these needs.

Conclusions with Respect to Performance Tests

LENDING TEST

The bank's performance under the lending test is satisfactory. The loan-to-deposit ratio is strong and a substantial majority of the bank's loans were extended within its designated assessment areas. The distribution of these loans by geography and by borrower income level reflects a reasonable penetration throughout the assessment areas.

Loan-to-Deposit Ratio

The loan-to-deposit ratio of Austin Bank is more than reasonable given its size, financial condition and the assessment area credit needs. The bank's quarterly average loan-to-deposit ratio was 85.31% since the prior CRA examination in October 2008. The average loan-to-deposit ratio of banks within the assessment area, regardless of size, for the same time period, was 59.42%.

Institution	Assets (000s)	Ave LTD Ratio
Austin Bank, Texas National Association	1,292,477	85.31%
Citizens 1 st	753,010	59.55%
Citizens National Bank	866,590	58.30%
Commercial Bank of Texas, NA	460,182	56.56%
First State Bank and Trust Company	439,210	39.00%
Southside Bank	3,109,822	53.60%
Texas Bank and Trust Company	1,322,661	89.49%

Lending in Assessment Areas

A substantial majority of the bank's lending activity is located within all assessment areas. We reviewed all residential purchase loans and a sample of 20 commercial loans that were originated during 2009, 2010 and year to date 2011. The breakdown by loan category is illustrated in the following table.

Lending in Assessment Areas										
Loan Type	Number of Loans					Dollars of Loans				
	Inside		Outside		Total	Inside		Outside		Total
	#	%	#	%		\$	%	\$	%	
Residential Mortgages	2,007	91.06%	197	8.94%	2,204	229,127	89.62%	26,528	10.38	255,655
Commercial	19	95.00%	1	5.00%	20	2,794,148	99.01%	27,959	0.99	2,822,107
Totals	2,026	91.10%	198	8.90%	2,224	3,023,275	98.23%	54,487	1.77	3,077,762

Source: Data reported under HMDA, commercial loan sample

Lending to Borrowers of Different Incomes and to Businesses of Different Sizes

Austin Bank's overall distribution of loans by income level of the borrower is reasonable given the demographics of the bank's assessment areas. Lending to low- and moderate-income borrowers for residential purchase loans is less than the percentage of low income families in each assessment area. However, given the median cost of housing versus the income of a low income person, makes it difficult for a low income person to qualify for a residential mortgage. The median cost of housing in the Jacksonville area is \$59 thousand while a low-income person earns less than \$24 thousand annually based on the HUD updated 2010 median family income. Additionally, over 19% of the households in the assessment area live below the poverty level with unemployment above state and national averages. Unemployment was reported to be approximately 9.4% in Cherokee and 9.7% in Anderson Counties. In the Tyler MSA, the median cost of housing is \$81 thousand with a low income person earning less than \$29 thousand annually. Approximately 13% of the households in the assessment area live below the poverty level with unemployment estimated to be 8.3%. In the Longview MSA, the median cost of housing is \$67 thousand with a low-income person earning less than \$28 thousand annually. Approximately 15% of the households in this assessment area live below the poverty level with unemployment reported to be 7.3%. According to community contacts, low income housing stock is very limited in most areas, although more is available in the Tyler area. Competition for home mortgage products is also strong with numerous bank, mortgage companies, and financial institutions vying for these products. Additionally, many low and moderate income applicants that do not meet bank underwriting standards are accepted through the bank's wholly owned Community Development Corporation (CDC) and are not reflected in the following data. We considered these mitigating factors in our home mortgage lending analysis to low- and moderate-income borrowers.

The distribution of home purchase loans by borrower income level is reasonable in the Jacksonville, Tyler MSA, and Longview MSA assessment areas. The percentage of loans to low- and moderate-income borrowers is below the percentage of low-income families in all assessment areas and is reflective of the factors discussed above.

RESIDENTIAL REAL ESTATE								
	LOW INCOME BORROWERS		MODERATE INCOME BORROWERS		MIDDLE INCOME BORROWERS		UPPER INCOME BORROWERS	
	% of AA Families	% of Bank Loans	% of AA Families	% of Bank Loans	% of AA Families	% of Bank Loans	% of AA Families	% of Bank Loans
Jacksonville Area AA	20.32	3.19	17.74	10.96	21.40	17.93	40.54	67.93
Tyler MSA AA	20.31	8.29	18.42	13.54	20.71	23.76	40.55	54.42
Longview MSA AA	20.29	2.20	17.87	11.26	21.63	18.13	40.22	68.41

Source: Data reported under HMDA; U.S. Census data

The bank’s distribution of loans to small businesses is reasonable. The percentage of loans to businesses with revenues of \$1 million or less is less than the percentage of businesses with revenues of \$1 million or less in the Jacksonville assessment area. The percentage of loans to businesses with revenues of \$1 million or less is near to the percentage of businesses with revenues of \$1 million or less in the Longview and Tyler MSA assessment areas.

Borrower Distribution of Loans to Businesses/Farms in Jacksonville Area AA				
Business Revenues (or Sales)	≤\$1,000,000	>\$1,000,000	Unavailable/Unknown	Total
% of AA Businesses	69.88	2.20	27.92	100%
% of Bank Loans in AA by #	55.56	44.44	0	100%
% of Bank Loans in AA by \$	32.00	68.00	0	100%

Source: Loan sample; Dun and Bradstreet data

Borrower Distribution of Loans to Businesses/Farms in Tyler MSA AA				
Business Revenues (or Sales)	≤\$1,000,000	>\$1,000,000	Unavailable/Unknown	Total
% of AA Businesses	69.23	2.48	28.28	100%
% of Bank Loans in AA by #	60.87	39.13	0	100%
% of Bank Loans in AA by \$	26.17	73.83	0	100%

Source: Loan sample; Dun and Bradstreet data

Borrower Distribution of Loans to Businesses/Farms in Longview MSA AA				
Business Revenues (or Sales)	≤\$1,000,000	>\$1,000,000	Unavailable/Unknown	Total
% of AA Businesses	69.17	2.53	28.30	100%
% of Bank Loans in AA by #	65.22	34.78	0	100%
% of Bank Loans in AA by \$	32.96	67.04	0	100%

Source: Loan sample; Dun and Bradstreet data

Based on a limited scope review, the bank’s performance under the lending test in the Rains/Van Zandt County and Harrison County assessment areas is not inconsistent with the bank’s overall performance based on the distribution of loans to borrowers of different income levels and to businesses of different sizes.

Geographic Distribution of Loans

Austin Bank’s overall distribution of loans by income level of the geography is reasonable. Geographic distribution for home purchase loans and loans to businesses is excellent in the Jacksonville area assessment area. In the Longview and Tyler MSA assessment areas, the geographic distribution for home purchase loans and loans to businesses is reasonable. The bank is lending in most tracts within the assessment areas with no conspicuous variation noted.

Jacksonville Area

The geographic distribution of home purchase loans is excellent. The distribution of loans in low-income tracts is near to the percentage of owner-occupied housing units in the low-income tracts. The distribution of loans in the moderate-income tracts exceeds the percentage of owner-occupied housing units in the moderate-income tracts.

JACKSONVILLE AREA AA - RESIDENTIAL REAL ESTATE								
	LOW INCOME GEOGRAPHIES		MODERATE INCOME GEOGRAPHIES		MIDDLE INCOME GEOGRAPHIES		UPPER INCOME GEOGRAPHIES	
	% Owner Occupied Units	% of Bank Loans	% Owner Occupied Units	% of Bank Loans	% Owner Occupied Units	% of Bank Loans	% Owner Occupied Units	% of Bank Loans
	0.99	0.93	6.20	9.89	85.23	82.46	7.58	6.72

Source: Data reported under HMDA; U.S. Census data

The geographic distribution of loans to businesses is excellent. The percentage of business loans made in the low and moderate-income tracts exceeds the percentage of businesses located in these tracts.

JACKSONVILLE AREA AA - BUSINESS LOANS								
	LOW INCOME GEOGRAPHIES		MODERATE INCOME GEOGRAPHIES		MIDDLE INCOME GEOGRAPHIES		UPPER INCOME GEOGRAPHIES	
	% of Businesses	% of Bank Loans	% of Businesses	% of Bank Loans	% of Businesses	% of Bank Loans	% of Businesses	% of Bank Loans
	1.28	3.70	11.40	18.52	77.48	62.96	9.84	14.81

Source: Loan sample; Dun and Bradstreet data

Tyler MSA

The geographic distribution of home purchase loans is excellent. The distribution of loans in low-income tracts is near the percentage of owner-occupied housing units in the low-income tracts. The distribution of loans in moderate-income tracts exceeds the percentage of owner-occupied housing units in the moderate-income tracts.

TYLER MSA AA - RESIDENTIAL REAL ESTATE								
	LOW INCOME GEOGRAPHIES		MODERATE INCOME GEOGRAPHIES		MIDDLE INCOME GEOGRAPHIES		UPPER INCOME GEOGRAPHIES	
	% Owner Occupied Units	% of Bank Loans	% Owner Occupied Units	% of Bank Loans	% Owner Occupied Units	% of Bank Loans	% Owner Occupied Units	% of Bank Loans
	2.09	2.02	17.19	20.65	55.58	54.16	25.14	23.17

Source: Data reported under HMDA; U.S. Census data

The geographic distribution of loans to businesses is reasonable. There are no business loans made in the low-income tracts; however, the percentage of businesses located in these tracts is also very low. The percentage of business loans made in the moderate-income tracts more closely approximates the percentage of businesses located in these tracts.

TYLER MSA AA - BUSINESS LOANS								
	LOW INCOME GEOGRAPHIES		MODERATE INCOME GEOGRAPHIES		MIDDLE INCOME GEOGRAPHIES		UPPER INCOME GEOGRAPHIES	
	% of Businesses	% of Bank Loans	% of Businesses	% of Bank Loans	% of Businesses	% of Bank Loans	% of Businesses	% of Bank Loans
	2.94	0.00	20.06	17.39	46.07	52.17	30.94	30.43

Source: Loan sample; Dunn and Bradstreet data

Longview MSA

The geographic distribution of home purchase loans is reasonable. There are no low-income tracts in this assessment area. The percentage of loans in the moderate-income tracts more closely approximates the percentage of owner occupied units in the moderate-income tracts.

LONGVIEW MSA AA - RESIDENTIAL REAL ESTATE								
	LOW INCOME GEOGRAPHIES		MODERATE INCOME GEOGRAPHIES		MIDDLE INCOME GEOGRAPHIES		UPPER INCOME GEOGRAPHIES	
	% Owner Occupied Units	% of Bank Loans	% Owner Occupied Units	% of Bank Loans	% Owner Occupied Units	% of Bank Loans	% Owner Occupied Units	% of Bank Loans
	0	0	12.35	8.72	69.55	68.97	18.10	22.31

Source: Data reported under HMDA; U.S. Census data

The geographic distribution of loans to businesses is reasonable. The percentage of loans in the moderate-income tracts is near to the percentage of businesses in the moderate-income tracts.

LONGVIEW MSA AA - BUSINESS LOANS								
	LOW INCOME GEOGRAPHIES		MODERATE INCOME GEOGRAPHIES		MIDDLE INCOME GEOGRAPHIES		UPPER INCOME GEOGRAPHIES	
	% of Businesses	% of Bank Loans	% of Businesses	% of Bank Loans	% of Businesses	% of Bank Loans	% of Businesses	% of Bank Loans
	0	0	19.51	17.39	60.89	65.22	19.59	17.39

Source: Loan sample; Dunn and Bradstreet data

Based on a limited scope review, the bank's performance in the Rains/Van Zandt County and Harrison County assessment areas is not inconsistent with the bank's overall performance based on the distribution of loans by income level of the geography.

Responses to Complaints

There have been no CRA related complaints received during this evaluation process.

COMMUNITY DEVELOPMENT TEST

The bank's overall performance under the community development test is adequate. The bank has provided a satisfactory level of community development services, investments and loans in its assessment areas.

Number and Amount of Community Development Loans

Austin Bank has a reasonable level of community development loans in its assessment areas. During this evaluation period, the bank had six loans totaling approximately \$291 thousand that qualified as community development. The bank also provides loans to cities and communities in its assessment areas to provide city services and equipment.

Based on limited scope reviews, the bank's performance in providing community development loans in the Rains/Van Zandt County and Harrison County assessment areas is weaker than the bank's overall performance in providing community development loans.

Number and Amount of Qualified Investments

Austin Bank has provided an adequate level of community development investments in its assessment areas. During this evaluation period, the bank made 120 qualified investments and donations totaling \$1.43 million. Investments include donations to local organizations that provide community services and an additional \$1.4 million investment in a wholly owned community development corporation (CDC) which offers an affordable loan program to low- and moderate-income individuals. There have been 41 loans totaling \$2.3 million funded through the CDC during this examination period.

Based on limited-scope reviews, the bank's performance in providing community development investments in the Rains/Van Zandt County and Harrison County assessment areas is weaker than the bank's overall performance under the investment test.

Extent to Which the Bank Provides Community Development Services

Austin Bank provides a reasonable level of community development services throughout its assessment areas. The bank participated in a couple of grant programs that provided assistance to low- and moderate-income homebuyers with down-payments, closing costs, and roof repairs. Additionally, bank officers are active in numerous local organizations that promote community development. Product and service delivery systems are reasonably accessible to all geographies and to individuals of different income levels in its assessment areas. The bank operates 31 banking offices that are conveniently located in each assessment area with 9 offices located in a low, moderate or distressed area. The bank also operates a stand-alone ATM located in a moderate census tract. In addition to telephone and Internet banking services, ACH deposits, and low-cost checking accounts, a wide range of financial services are provided at each branch and are consistent throughout the bank's branch network.

Based on limited-scope reviews, the bank's performance under the Service Test in the Rains/Van Zandt County and Harrison County assessment areas is not inconsistent with the bank's overall performance in providing community development services.

Responsiveness to Community Development Needs

Austin Bank has demonstrated an adequate responsiveness to community development needs throughout its assessment areas. Products and services offered meet the needs of all individuals and geographies, regardless of income levels. Additionally, bank staff is involved in community organizations and services that promote community development.

Fair Lending or Other Illegal Credit Practices Review

We found no evidence of discriminatory or other illegal credit practices inconsistent with helping to meet community credit needs.