

SECURITIES AND EXCHANGE COMMISSION

FORM 10KSB/A

Annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405]
[amend]

Filing Date: **2003-04-30** | Period of Report: **2002-12-31**
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([HTML Version](#) on [secdatabase.com](#))

FILER

RAMPART CAPITAL CORP

CIK: **1074681** | IRS No.: **760427502** | State of Incorporation: **TX** | Fiscal Year End: **1231**
Type: **10KSB/A** | Act: **34** | File No.: **001-15277** | Film No.: **03671178**
SIC: **6199** Finance services

Business Address
700 LOUISIANA, SUITE 2550
HOUSTON TX 77002
7132234610

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM - 10KSB/A

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended December 31, 2002.

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition from _____ to _____

Commission File Number: 1-15277

RAMPART CAPITAL CORPORATION
(Name of Small Business Issuer in Its Charter)

TEXAS
(State or other jurisdiction
of incorporation or organization)

76-0427502
(I.R.S. Employer
Identification Number)

16401 COUNTRY CLUB DRIVE, CROSBY, TEXAS
(Address of Principal Executive Offices)

77532
(Zip Code)

713-223-4610
(Issuer's Telephone Number, Including Area Code)
Securities registered under Section 12(b) of the Exchange Act:

Title of Each Class -----	Name of Each Exchange on Which Registered -----
Common Stock, \$0.01 Par Value	American Stock Exchange

Securities registered under Section 12(g) of the Exchange Act: None

Check whether the issuer (1) filed all reports required to be filed by
Sections 13 or 15(d) of the Exchange Act during the preceding 12 months (or for
such shorter period that the registrant was required to file such reports), and
(2) has been subject to such filing requirements for the past 90 days.
Yes ☒ No ☐

Check if there is no disclosure of delinquent filers in response to Item
405 of Regulation S-B contained in this form, and no disclosure will be
contained, to the best of the registrant's knowledge, in definitive proxy or
information statements incorporated by reference in Part III of this Form 10-KSB
or any amendment to this Form 10-KSB. ☒

The issuer's revenues for its most recent fiscal year were \$5,571,619.

The aggregate market value of voting and non-voting common equity held by
non-affiliates of the issuer on April 24, 2003, was approximately \$780,185
(based upon the last sales price of \$1.30 per share as reported on the American
Stock Exchange on such date). For purposes of this calculation, all executive
officers, directors and 5% beneficial owners of the issuer were deemed
affiliates. Such determination should not be deemed an admission by such
officers, directors and beneficial owners that they are, in fact, affiliates of
the issuer.

The number of shares of the issuer's common stock, \$0.01 par value,
outstanding as of April 24, 2003, was 2,905,143.

Transitional Small Business Disclosure Format (check one): Yes ☐ No ☒

DOCUMENTS TO BE INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

We are amending our Annual Report on Form 10-KSB for the fiscal year ended
December 31, 2002 filed with the SEC on March 28, 2003 (the "2002 Form-10-KSB"),
to provide information required to be set forth in Items 9, 10, 11, 12 and 13 in
Part III of the 2002 Form 10-KSB and to add a new Exhibit 99.2 to the Index of

Exhibits to reflect the certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith. We have made no further changes to the 2002 Form 10-KSB.

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<CAPTION>

RAMPART CAPITAL CORPORATION
For Year Ended December 31, 2002

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FORM 10-KSB/A

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PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS;
COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

DIRECTORS - the Company has six directors and all director positions are up for election at each annual meeting:

CHARLES W. JANKE, age 58, has been Chairman, Chief Executive Officer, and a director of Rampart since its organization in March 1994. He also served as Rampart's President from its organization until January 1, 1999, when he relinquished that position to Mr. Carpenter. Prior to the organization of Rampart, Mr. Janke's primary activity was private investments. During 1992 and 1993, Mr. Janke invested in Laidlaw Holdings, Inc., a securities investment firm. During this period he provided mezzanine and bridge financing for several firms, all of which became listed on the Nasdaq Stock Market. Mr. Janke's ownership in Laidlaw Holdings, Inc. was less than 1% and he has no current ownership. During the period 1989 through 1992, Mr. Janke provided acquisition funding for a company that acquired in excess of \$400 million in residential mortgage portfolios in association with a major securities firm. After a brief retirement, he funded the start-up of Rampart and became active in our management. For the period 1975 through 1985, Mr. Janke was a shareholder and officer of Centurian National Group, Inc., a cemetery and funeral home holding company, which was acquired by Service Corporation International, a public corporation.

J. H. CARPENTER, age 61, was elected President and Chief Operating Officer effective January 1, 1999. He has been Vice President and a director since the organization of Rampart in March 1994. For the period October 1991 through March 1994, Mr. Carpenter was a shareholder and president of two closely held corporations that acquired commercial debt from the Resolution Trust Corporation and the Federal Deposit Insurance Corporation. During the period 1989 to October 1991, Mr. Carpenter was associated with a company that acquired, in conjunction with a major securities firm, and sold over \$400 million in residential mortgage portfolios. From 1970 through 1981, Mr. Carpenter was Vice President and Treasurer of Camco, Incorporated, a publicly traded oil tool manufacturing company.

JAMES W. CHRISTIAN, age 48, was elected a director of Rampart effective January 1, 1999. Mr. Christian is a member of the Houston, Texas law firm of Christian & Smith L.L.P. where he has practiced since 1990. Mr. Christian specializes in litigation, corporate and real estate law.

JAMES J. JANKE, age 48, was elected a director of Rampart in 1996. Mr. Janke is Vice President and General Manager of a top 100 Ford dealership where he has been employed since 1976. He serves on the board of directors of the Texas Auto Dealers Association, the Houston Livestock Show and Rodeo, a charitable organization, and the Better Business Bureau of Houston. Charles W. Janke and James J. Janke are brothers.

W. F. MOSLEY, age 53, was elected as a director of Rampart in May 2002. He has been a principal and director of W. F. Mosley, Inc., a certified public accounting firm, since 1981. Mr. Mosley is a Certified Public Accountant and is a tax practitioner. He is also a director and investor in Southwest Commerce Partners, Inc., which invests in various business opportunities.

MICHAEL V. RONCA, age 49, was appointed as a director of Rampart in March 2003 to replace former director Robert A. Shuey, IV. Mr. Ronca has been a private investor and consultant from 2002 to present. Mr. Ronca serves on the board of directors of NewGen Communications, Inc., a privately held company which provides broadband videophone and data networks, and Neighborhood Centers Inc., a Houston area charitable organization.

EXECUTIVE OFFICERS - the Company has 3 executive officers, of which two are also directors:

CHARLES F. PRESLEY, age 53, was elected Vice President and Chief Financial Officer in December 1998 to be effective January 1, 1999 and was the controller for Rampart from March 1996. He is responsible for accounting, federal and state tax compliance, internal controls, and also has investigation and litigation support responsibilities. For the 15 years prior to his tenure with Rampart, Mr. Presley was the principal practitioner in a Certified Public Accounting practice in Houston, Texas. He has been a Director of the Northwest Harris County Municipal Utility District Number 21, since 1994. He has been a Certified Public Accountant since 1978 and a Diplomate of the American Board of Forensic Accounting since 1998.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE - Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires our directors, executive officers and persons who beneficially own 10% or more of our Common Stock to file with the SEC initial reports of ownership and reports of changes in ownership of Common Stock. Based solely on our review of copies of such reports and written representations that no other reports were required, we believe that during 2002 all our directors and executive officers and 10% or greater shareholders complied on a timely basis with all applicable filing requirements under Section 16(a) of the Exchange Act.

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ITEM 10. EXECUTIVE COMPENSATION

EXECUTIVE COMPENSATION - The following table sets forth the compensation awarded to, earned by, or paid to the Chief Executive Officer and the other officers of Rampart who received compensation of over \$100,000 for the fiscal years ended December 31, 2002, 2001 and 2000 (the "Named Executive Officers"):

<TABLE>

<CAPTION>

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	FISCAL YEAR	ANNUAL COMPENSATION		ALL OTHER COMPENSATION
		SALARY	BONUS	
<S>	<C>	<C>	<C>	<C>
Charles W. Janke	2002	\$ 203,886	--	\$ 6,000 (1)
Chairman of the Board	2001	203,886	--	6,000 (1)
Chief Executive Officer	2000	200,000	--	6,000 (1)
J. H. Carpenter	2002	\$ 202,659	--	\$ 6,000 (1)
President	2001	202,659	--	6,000 (1)
Chief Operating Officer	2000	202,659	--	6,000 (1)
Charles F. Presley	2002	\$ 125,000	--	\$ 5,842 (2)
Vice-President	2001	125,000	--	5,939 (2)
Chief Financial Officer	2000	125,000	--	5,640 (2)

</TABLE>

- (1) Rampart matching contribution to retirement plan.
- (2) Rampart matching contribution to retirement plan of \$3,750 for each year and \$2,092, \$2,189, and \$1,890 of reimbursements for medical insurance premiums for 2002, 2001, and 2000, respectively.

OPTION GRANTS IN LAST FISCAL YEAR - No options were granted during the fiscal year ended December 31, 2002.

AGGREGATE OPTION EXERCISES AND FISCAL YEAR-END OPTION VALUES - None of the Named Executive Officers exercised any stock options in 2002 and none of the stock options owned by the Named Executive Officers were in-the-money at 2002 fiscal year-end.

RETIREMENT PLAN - Effective January 1, 2000, all of our employees may participate in an IRS Section 408(p) SIMPLE (Savings Incentive Match Plan for Employees of Small Employers). We elected to match participating employee contributions to the plan up to a maximum of 3% of the employee's compensation. In no event may our contribution on behalf of any employee exceed the limit set by the IRS (currently \$6,000 per year). The employee's elective contributions are made on a pre-tax basis and each employee may choose the equities in which to invest both the employee's and Rampart's contributions. Both the employee and Rampart's contributions are immediately vested and are payable to the employee or their designated beneficiary upon termination of employment.

COMPENSATION OF DIRECTORS - Directors who are also employees do not receive any remuneration in their capacity as directors. Non-employee directors received travel expense reimbursement and \$1,000 per meeting attended, \$500 per meeting telephonically attended, and \$1,500 for the Annual Meeting of Shareholders and the board meeting immediately following. The Chairman of the Audit Committee receives an additional \$4,000 per year.

On January 11, 2000, directors James W. Christian, James J. Janke, and former director Robert A. Shuey IV were granted a five-year non-qualified stock option to purchase 1,000 shares of common stock for a price per share equal to the closing price, as quoted on the American Stock Exchange, on the date granted. The closing price per share on January 11, 2000 was \$3.75. On October 13, 2000, director James Janke and former director Robert Shuey were granted stock options to purchase 9,000 shares of common stock and director James W. Christian was granted an option to purchase 14,000 shares of common stock for a share price equal to \$3.50 per share. The closing share price, as quoted on the American Stock Exchange for October 13, 2000, was \$1.75. The October 13, 2000 options expired June 30, 2002.

EMPLOYMENT AGREEMENTS - We do not have written employment contracts with any of our Named Executive Officers. However, since 1996, in addition to his other duties, Charles Presley has performed, and continues to perform, services for Rampart to facilitate the collection of certain defaulted obligations owned by Rampart and to facilitate realization from other assets. Mr. Presley has an oral arrangement with Rampart whereby he is entitled to receive from one to five percent, net of costs, of any amounts realized by Rampart with respect to such assets. During 2001, 2000, and 1999, Mr. Presley received \$0, \$8,561, and \$0 respectively under this arrangement. These amounts are included in the salary amounts reported in the table above.

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ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth as of May 5, 2003, information with respect to (a) each person (including any "group" as the term is used in section 13(d)(3) of the Securities Exchange Act of 1934) who we know to be the beneficial owner of more than 5% of our outstanding Common Stock and (b) the number of shares and percentage of our Common Stock owned by nominees for director and by each of our directors and executive officers individually and as a group. We believe that, unless otherwise indicated, each of the shareholders has sole voting and investment power with respect to the shares beneficially owned, subject to community property laws where applicable.

<TABLE>
<CAPTION>

NAME AND ADDRESS OF BENEFICIAL OWNER (1)	SHARES OF COMMON STOCK	
	BENEFICIALLY OWNED	
	NUMBER	PERCENT
-----	-----	-----

<S>	<C>	<C>
Charles W. Janke (2) 16401 Country Club Drive, Crosby, Texas 77532	1,500,000	51.6%
J. H. Carpenter (3) 16401 Country Club Drive, Crosby, Texas 77532	760,000	26.2%
Charles F. Presley (4)	45,000	1.5%
James J. Janke	1,000	*
James W. Christian	1,000	*
W. F. Mosley	0	*
Michael V. Ronca	0	*
-----	-----	-----
All Executive Officers and Directors as a group (7 persons)	2,307,000	79.4%

</TABLE>

* LESS THAN ONE PERCENT OF OUTSTANDING SHARES.

- (1) The table is based on information supplied by the officers, directors, and principal shareholders and reporting forms, if any, filed with the Securities and Exchange Commission on behalf of such persons. A person is deemed to beneficially own shares of common stock underlying options, warrants or other convertible securities if the person can acquire the stock within sixty days of the date of this proxy statement.
- (2) 1,500,000 of Mr. Janke's shares are owned by a family limited partnership of which Mr. Janke is the general partner.
- (3) The majority of Mr. Carpenter's shares (600,000 shares) are owned by a family limited partnership, the general partner of which is a closely held corporation whose stock is owned by trusts for the benefit of Mr. Carpenter's children and grandchildren. Mr. Carpenter is sole director and officer of that corporation and has voting power over its stock. A solely owned corporation controlled by Mr. Carpenter owns 152,000 shares. Mr. Carpenter personally owns 8,000 shares.
- (4) Mr. Presley owns 25,400 shares and Mr. Presley's IRAs own 19,600 shares.

For our equity compensation plans, the following table shows, at the end of fiscal year 2002, (a) the number of securities to be issued upon the exercise of outstanding options, warrants and rights, (b) the weighted-average exercise price of such options, warrants and rights, and (c) the number of securities remaining available for future issuance under the plans excluding those issuable upon exercise of outstanding options, warrants and rights.

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<TABLE>
<CAPTION>

EQUITY COMPENSATION PLAN INFORMATION

PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS (EXCLUDING SECURITIES REFLECTED IN COLUMN (a))
<S>	<C>	<C>	<C>
	(a)	(b)	(c)
Equity compensation plans approved by security holders. .	3,000 \$	3.75	372,000
Equity compensation plans not approved by security holders	-	-	-
Total	3,000 \$	3.75	372,000

</TABLE>

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

During June 1998, the Company sold real estate property from its asset pool to related parties in exchange for four notes receivable totaling \$525,000. These notes are secured by certain investments in common stock held by the related parties. Principal plus interest at 10% per annum was due June 2001 for each of the notes. During June 2001, the Company elected to extend the terms of the notes to mature on June 30, 2004 and to reduce the interest rates from 10% to 4.07% per annum.

The outstanding notes receivable from related parties plus accrued interest was \$540,074 and \$522,581 at December 31, 2002 and 2001, respectively. During the years ended December 31, 2002 and 2001, the fair value of the underlying collateral of these notes was determined to be impaired. In accordance with SFAS No. 114, the Company provided an allowance of \$487,713 and \$367,713 as of December 31, 2002 and 2001, respectively, to reduce the notes to their estimated net realizable value. There were no principal or interest payments received during the years ended December 31, 2002 and 2001.

During the year ended December 31, 2002, the Company entered into a 15-year note receivable of \$110,000 with an officer of the Company. The note bears interest at a rate of prime plus 2% (6.25% at December 31, 2002) and matures on March 15, 2017. The note is secured by residential real estate. Total principal and interest payments received on this note were \$3,403 and \$5,086, respectively. Total interest income earned on this note during the year ended December 31, 2002 was \$5,086.

During the year ended December 31, 2001, the Company received principal of \$3,504 on a related party note from an employee. This note was repaid in full during the year ended December 31, 2001.

A director and an officer of the Company are partners, along with other non-related individuals, in a partnership which holds a 6.75% net cash profits interest in two of the Company's purchased asset pools. As of December 31, 2002, undistributed net profits of \$115,505 and \$170,341, respectively, are owed to this partnership and will be paid when collections are received. During 2002, the Company paid a total of \$72,113 representing the partnership's participation in cash collections on these asset pools.

During October 2002, the Company secured a \$1,300,000 note from a financial institution. As a component of the terms of the loan, an officer of the Company pledged 600,000 shares of personally owned common stock of the Company to guarantee \$1,040,000 of the loan amount. The officer received compensation of \$52,000, or 5% of the guaranteed amount, as a fee for the pledge.

From time to time, the Company enters into note payable agreements with certain related parties, some of which are officers and directors of the Company, to provide working capital necessary to conduct its ongoing business affairs. Generally these second lien notes have a term not to exceed 12 months and bear interest at a fixed rate of 18% per annum. During the year ended December 31, 2002 and 2001, the Company received proceeds from borrowings of \$1,617,000 and \$2,470,304, respectively, and repaid \$1,365,981 and \$1,665,304, respectively, under the terms of these related party note agreements. The total outstanding as of December 31, 2002 and 2001 was \$1,056,019 and \$805,000, respectively. For the year ended December 31, 2002 and 2001, total interest accrued and paid was \$196,013 and \$141,560, respectively.

Certain officers of the Company and/or directors advanced funds to the Company in anticipation of exercising their common stock options. Until exercise of these common stock options, the advances accrued interest at a rate of 7% per annum payable monthly. The \$326,919 advances from officers and/or directors was repaid in full during the year ended December 31, 2001. Total interest paid during the year ended December 31, 2001 was \$7,809.

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Interest paid during the years ended December 31, 2002 and 2001, on all the Company's debt instruments referred to above, was approximately \$601,000 and \$975,000, respectively, (approximately \$590,000 and \$828,000, respectively, net of capitalized interest).

We believe that all of the foregoing transactions were on terms no less favorable than would have been received at the time of the transaction if transacted with unaffiliated third parties. Any future transactions between Rampart and its officers and directors, principal shareholders and affiliates, will be approved by a majority of the board of directors, including a majority of the independent, disinterested outside directors. These future transactions will be on terms no less favorable to Rampart than could be obtained from unaffiliated third parties.

ITEM 13. EXHIBITS, LIST AND REPORTS ON FORM 8-K

EXHIBITS

See "Index of Exhibits" below which lists the documents filed as exhibits herewith.

REPORTS ON FORM 8-K

We did not file any reports on Form 8-K during the last quarter of the period covered by this report.

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SIGNATURES

In accordance with the requirements of Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RAMPART CAPITAL CORPORATION
(Registrant)

By: /s/ C. W. JANKE
C. W. JANKE
Chief Executive Officer

Date: April 29, 2003

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<TABLE>
<CAPTION>

<S>	<C>
By: /s/ C. W. JANKE C. W. Janke Chairman of the Board Chief Executive Officer (Principal Executive Officer)	April 29, 2003
By: /s/ J. H. CARPENTER J.H. Carpenter President Chief Operating Officer Director	April 29, 2003
By: /s/ CHARLES F. PRESLEY Charles F. Presley Vice-President Chief Financial Officer Treasurer (Principal Financial and Accounting Officer)	April 29, 2003
By: /s/ JAMES W. CHRISTIAN James W. Christian Director	April 29, 2003
By: /s/ JAMES J. JANKE James J. Janke Director	April 29, 2003
By: /s/ WILLIAM F. MOSLEY William F. Mosley Director	April 29, 2003
By: /s/ MICHAEL V. RONCA Michael V. Ronca Director	April 29, 2003

</TABLE>

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CERTIFICATIONS

I, Charles W. Janke, certify that:

1. I have reviewed this annual report on Form 10-KSB/A of Rampart Capital Corporation;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: April 29, 2003

By: /s/ C. W. JANKE
C. W. Janke
Chairman of the Board and
Chief Executive Officer
(Principal Executive Officer)

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I, James H. Carpenter, certify that:

1. I have reviewed this annual report on Form 10-KSB/A of Rampart Capital Corporation;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in

Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

- a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
- b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
- c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: April 29, 2003

By: /s/ J. H. CARPENTER
J. H. Carpenter
President and
Chief Operating Officer

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I, Charles F. Presley, certify that:

1. I have reviewed this annual report on Form 10-KSB/A of Rampart Capital Corporation;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

- a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
- b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
- c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: April 29, 2003

By: /s/ CHARLES F. PRESLEY
Charles F. Presley
Vice-President,
Chief Financial Officer and
Treasurer
(Principal Financial Officer)

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RAMPART CAPITAL CORPORATION
EXHIBITS TO FORM 10-KSB
FOR THE YEAR ENDED DECEMBER 31, 2002

INDEX OF EXHIBITS

<TABLE> <CAPTION> EXHIBIT	
NO.	DESCRIPTION
<C>	<S>
3.1	Restated Articles of Incorporation (Exhibit 3.1 to Rampart's Registration Statement on Form SB-2 (File No. 333-71089) and incorporated herein by reference)
3.2	Bylaws (Exhibit 3.2 to Rampart's Registration Statement on Form SB-2 (File No. 333-71089) and incorporated herein by reference)
4.1	Form of Warrant Agreement Between Rampart and American Stock Transfer and Trust Company (Exhibit 4.1 to Rampart's Registration Statement on Form SB-2 (File No. 333-71089) and incorporated herein by reference)
4.2	First Amendment to Warrant Agreement (Exhibit 4.1 to Rampart's Form 8-K filed 4/12/2001 and incorporated herein by reference)
10.1	1998 Stock Compensation Plan - Revised June 24, 2000 (Exhibit 10.1 to Rampart's Annual Report for 1999 on Form 10-KSB (File No. 333-71089) and incorporated herein by reference)
10.2	Share Transfer Restriction Agreement (Exhibit 10.2 to Rampart's Registration Statement on Form SB-2 (File No. 333-71089) and incorporated herein by reference)
10.3	Twelfth (current) Amendment and Restatement of Loan Agreement with Southwest Bank of Texas, N. A. (Exhibit 10.3 to Rampart's Annual Report for 2001 on Form-KSB (File No. 333-71089) and incorporated herein by reference).
10.4	Loan Agreement between IGBAF, Inc. and Bank United (Exhibit 10.7 to Rampart's Annual Report for 2000 on Form 10-KSB (File No. 333-71089) and incorporated herein by reference)
10.5	Loan Agreement between Greater Houston Gulf Partners, Inc. and Southwest Bank of Texas, N. A. (Exhibit 10.8 to Rampart's Annual Report for 2000 on Form 10-KSB (File No. 333-71089) and incorporated herein by reference)
10.6	Plan of Conversion, Rampart Newport Corporation into Rampart Newport Corporation, L.L.C. United (Exhibit 10.9 to Rampart's Annual Report for 2000 on Form 10-KSB (File No. 333-71089) and incorporated herein by reference)
10.7	Plan of Conversion, Rampart Services Corporation into Rampart Services Corporation, L.L.C. United (Exhibit 10.10 to Rampart's Annual Report for 2000 on Form 10-KSB (File No. 333-71089) and incorporated herein by reference)
10.8	Plan of Conversion, IGBAF, INC. into IGBAF, L.L.C. United (Exhibit 10.11 to Rampart's Annual Report for 2000 on Form 10-KSB (File No. 333-71089) and incorporated herein by reference)
10.9	Plan of Conversion, IGBF, INC. into IGBF, L.L.C. United (Exhibit 10.12 to Rampart's Annual Report for 2000 on Form 10-KSB (File No. 333-71089) and incorporated herein by reference)
10.10	Agreement and Plan of Merger, Rampart Properties Corporation into MCORP Properties, L.L.C. United (Exhibit 10.13 to Rampart's Annual Report for 2000 on Form 10-KSB (File No. 333-71089) and incorporated herein by

- reference)
- 10.11 Agreement and Plan of Merger, Newport Fund Corporation into Newport Capital, L.L.C. United (Exhibit 10.14 to Rampart's Annual Report for 2000 on Form 10-KSB (File No. 333-71089) and incorporated herein by reference)
 - 10.12 Plan of Complete Liquidation, IGBF, L.L.C. United (Exhibit 10.15 to Rampart's Annual Report for 2000 on Form 10-KSB (File No. 333-71089) and incorporated herein by reference)
 - +10.13 Loan Agreement between SourceOne Capital Group, L.L.C. and Allied Houston Bank.
 - +10.14 Modification Agreement between Southwest Bank of Texas and Greater Houston Gulf Partners, Ltd.
 - +21.1 Subsidiaries of Registrant
 - +23.1 Consent of Pannell Kerr Forster of Texas, P.C., Certified Public Accountants
 - +99.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
 - *99.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

<FN>

+	Filed previously with the Rampart Capital Corporation Annual Report on Form 10-KSB for the fiscal year ended December 31, 2002 filed with the SEC on March 28, 2003.
*	Filed herewith.

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CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Rampart Capital Corporation (the "Company") on Form 10-KSB for the period ending December 31, 2002, as filed with the Securities and Exchange Commission on March 28, 2003, and amended by the Form 10-KSB/A filed on the date hereof (the "Report"), each of I Charles W. Janke, Chairman of the Board and Chief Executive Officer of the Company, I James H. Carpenter, Chief Operating Officer of the Company, and I Charles F. Presley, Chief Financial Officer of the Company, certify separately and independently, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

By: /s/ C. W. Janke April 29, 2003

C. W. Janke
Chairman of the Board
Chief Executive Officer
(Principal Executive Officer)

By: /s/ J. H. Carpenter April 29, 2003

J. H. Carpenter
President
Chief Operating Officer

By: /s/ Charles F. Presley April 29, 2003

Charles F. Presley
Vice-President
Chief Financial Officer
Treasurer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been

provided to Rampart Capital Corporation and will be retained by Rampart Capital Corporation and furnished to the Securities and Exchange Commission or its staff upon request.