FORM 8-K

Current report filing

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FILER

UNION PLANTERS CORP CIK:**100893**| IRS No.: **620859007** | State of Incorp.:**TN** | Fiscal Year End: **1231** Type: **8-K** | Act: **34** | File No.: **001-10160** | Film No.: **94501311** SIC: **6021** National commercial banks	Mailing Address *PO BOX 387* *MEMPHIS TN 38147*	Business Address *7130 GOODLETT FARMS PKWY* *CORDOVA TN 38018* *9013836000*

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 8-K

CURRENT REPORT

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

January 10, 1994
Date of Report (Date of earliest event reported)

UNION PLANTERS CORPORATION
(Exact name of registrant as specified in charter)

TENNESSEE	0-6919	62-0859007
(State of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

UNION PLANTERS ADMINISTRATIVE CENTER
7130 GOODLETT FARMS PARKWAY
MEMPHIS, TENNESSEE 38018
(Address of principal executive offices)

Registrant's telephone number, including area code: (901) 383-6000

Not Applicable
(Former name or former address, if changed since last report).

ITEM 5. OTHER EVENTS

Union Planters Corporation (the Corporation) has completed twelve acquisitions through January 1, 1994, and has six probable acquisitions pending. All of the acquisitions, except one, are individually insignificant (do not exceed 10% of consolidated pre- tax earnings or total assets). With the addition of the latest probable acquisitions, the Corporation's aggregate insignificant acquisitions exceed 20% of the Corporation's total assets at December 31, 1992. Accordingly, the Corporation is filing the December 31, 1992 audited financial statements and the most recent interim financial statements for a substantial majority of the aggregate insignificant acquisitions in accordance with Rule 3-05 of Regulation S-X.

The following tables list the completed and probable acquisitions as of January 1, 1994. Reference is made to the Corporation's 1992 Annual Report on Form 10-K, September 30, 1993 Form 10-Q, and Current Reports on Form 8-K dated September 27, 1993 and October 14, 1993 for additional information.

CONSUMMATED ACQUISITION

<TABLE>
<CAPTION>

Institution	Date Acquired	Consideration	Purchase Price	Resulting Goodwill	Total Assets at Date of Acquisition
			(Dollars in millions)		
<S>	<C>	<C>	<C>	<C>	<C>
Bank of East Tennessee (BOET) (a)	01/01/93	Series E Preferred Stock	$25.3	$7.0	$231
Security Trust Federal Savings and Loan Association and SaveTrust Federal Savings Bank (Security Trust/SaveTrust)	01/01/93	Cash	22.0	3.0	261
First Federal Savings Bank of Maryville (Maryville)	02/26/93	Common Stock (Conversion/Acquisition-625,000 shares)	NM (b)	Note (c)	187
First State Bancshares, Inc. (FSB), Parent Company of First State Bank of Fayette County in Somerville, Tennessee (Somerville)	03/12/93	Cash and Common Stock	3.9	.4	34
First Cumberland Bank in Madison, Tennessee	03/15/93	Cash	.2	-	20
Farmers Union Bank in Ripley, Tennessee (Farmers Union)	04/01/93	Cash	9.5	4.2	78
Garrett Bancshares, Inc., Parent Company of Bank of Goodlettsville in Goodlettsville, Tennessee (GBI)	05/31/93	Common Stock (613,088 shares)	Pooling of Interests	-	174
Erin Bank & Trust Company in Erin, Tennessee (Erin)	06/01/93	Series E Preferred Stock	8.3	2.1	43

</TABLE>

<TABLE>
<CAPTION>

Institution	Date Acquired	Consideration	Purchase Price	Resulting Goodwill	Total Assets at Date of Acquisition
			(Dollars in millions)		
<S>	<C>	<C>	<C>	<C>	<C>
Hogue Holding Company, Inc., Parent Company for Bank of Weiner in Weiner, Arkansas (HHC)	09/01/93	Common Stock (219,246 shares)	Pooling of Interests	-	34
Central State Bancorp, Inc. Parent Company for Central State Bank in	09/01/93	Common Stock (630,350 shares)	Pooling of Interests	-	109

Lexington, Tennessee
(CSB)

First State Bancshares, Inc., and its subsidiary First State Bank of Brownsville, Tennessee	10/01/93	Common Stock (447,906 shares)	Pooling of Interests	-	86
Mid-South Bancorp, Inc., Parent Company of Simpson County Bank in Franklin, Kentucky; Adairville Banking Company in Adairville, Kentucky; General Trust Company in Nashville, Tennessee; The Peoples Bank of Elk Valley in Fayetteville, Tennessee; and First Citizens Bank in Franklin, Columbia and Mt. Pleasant, Tennessee	01/01/94	Common Stock (839,855 shares)	Pooling of Interests	-	184

</TABLE>

(a) The Corporation had previously acquired 17.93% of the common stock of BOET ($3.4 million), and on January 1, 1993 purchased an additional 43.93% of the common stock of BOET in exchange for 331,741 shares of the Corporation's Series E Preferred Stock ($11.1 million). Effective May 3, 1993, the Corporation acquired the remaining outstanding common stock of BOET for 317,045 shares of the Corporation's Series E Preferred Stock ($10.8 million).

(b) The Corporation acquired Maryville, a mutual savings bank, which pursuant to a conversion/acquisition converted to a federal stock charter, all of the stock of which was acquired by the Corporation in exchange for a capital contribution equalling approximately $14.1 million derived in part from the proceeds of an offering of the Corporation's Common Stock made in connection with the conversion/acquisition.

(c) The recording of the acquisition of Maryville using the purchase method of accounting resulted in negative goodwill of approximately $9.4 million, $8.1 million of which was deducted from noncurrent, nonmonetary assets (premises and equipment, fair value adjustment of loans, prepaid software and mortgage servicing rights). The remaining negative goodwill of $1.3 million was recorded in other liabilities and is being amortized over 7 years.

PROBABLE ACQUISITIONS

The probable acquisitions are as follows:

<TABLE>
<CAPTION>

Institution	Consideration	Method of Accounting	Total Assets (In millions)
<S>	<C>	<C>	<C>
Clin-Ark Bancshares, Inc. Parent Company for First National Bank of Clinton in Clinton, Arkansas (Clin-Ark)	Approximately 227,768 shares of the Corporation's Common Stock	Pooling of Interests	$ 48

</TABLE>

<TABLE>
<CAPTION>

Institution	Consideration	Method of Accounting	Total Assets (In millions)
<S>	<C>	<C>	<C>
Tennessee Bancorp, Inc., Parent Company of Tennessee National Bank in Columbia, Tennessee (TBI)	Cash equal to 1.5 times net book value at closing	Purchase	92
First National Bancorp of Shelbyville, Inc., Parent Company of First National Bank of Shelbyville in Shelbyville, Tennessee (FNB)	Approximately 910,000 shares of the Corporation's Common Stock	Pooling of Interests	164
Andersen County Bank in Clinton, Tennessee	Cash equal to 1.6 times book value at closing	Purchase	19
Liberty Bancshares, Inc., Parent Company of Liberty Federal Savings Bank in Paris, Tennessee	Approximately 635,000 shares of the Corporation's Common Stock	Pooling of Interests	174
Earle Bancshares, Inc., Parent Company of First Southern Bank in Earle, Arkansas	Approximately 365,000 shares of the Corporation's Common Stock	Pooling of Interests	40

</TABLE>

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

23 Accountants' Consents

(a) Consent of Frost & Company to incorporate their opinion into various registration statements for benefit plans and dividend reinvestment plan

(b) Consent of KPMG Peat Marwick to incorporate their opinion into this Current Report on Form 8-K and into various registration statements for benefit plans and dividend reinvestment plan

99 Additional Exhibits

(a) Tennessee Bancorp, Inc. and Subsidiaries Unaudited Interim Consolidated Financial Statements dated September 30, 1993

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2. Consolidated Statement of Earnings for the Three and Nine Months Ended September 30, 1993 and 1992	2
3. Consolidated Statement of Cash Flows for the Nine Months Ended September 30, 1993 and 1992	3

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(b) First National Bancorp, Inc. and Subsidiaries Unaudited Interim Consolidated Financial Statements for the Nine Months Ended September 30, 1993

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(c) Mid-South Bancorp, Inc. Unaudited Interim Consolidated Financial Statements - September 30, 1993

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3.	Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 1993 and 1992	3
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(d) Clin-Ark Bankshares, Inc. and Subsidiaries
Consolidated Financial Statements for the Year
Ended December 31, 1992 and Independent
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(e) Clin-Ark Bankshares, Inc. and Subsidiaries
Unaudited Interim Consolidated Financial Statements
dated September 30, 1993

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3. Consolidated Statement of Income for the Nine Months Ended September 30, 1993 and 1992	4
4. Consolidated Statement of Changes in Stockholders' Equity for the Nine Months Ended September 30, 1993	5
5. Consolidated Statement of Cash Flows for the Nine Months Ended September 30, 1993 and 1992	6

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6. Notes to Consolidated Financial Statements	7

(f) Liberty Bancshares, Inc. and Subsidiary
Consolidated Financial Statements
December 31, 1992 and 1991

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3. Consolidated Statement of Earnings for the Years Ended December 31, 1992, 1991, and 1990 3

4. Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 1992, 1991 and 1990 4

5. Consolidated Statements of Cash Flows for the Years Ended December 31, 1992, 1991, and 1990 5

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(g) Liberty Bancshares, Inc. and Subsidiary Unaudited Interim Consolidated Financial Statements as of and for the Nine Months Ended September 30, 1993

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4. Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 1993 and 1992 (unaudited) 5

5. Notes to Consolidated Financial Statements 7

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Union Planters Corporation

Registrant

Date: January 10, 1994

/s/M. Kirk Walters

M. Kirk Walters
Senior Vice President, Treasurer
and Chief Accounting Officer

1

EXHIBIT 23 (A)

Accountants Consent

2

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in the registration statements (No. 33-27814) on Form S-3 and (Nos. 2-87392, 33-23306, 33-35928 and 33-53454) on Form S-8 of Union Planters Corporation of our report dated February 19, 1993, relating to the consolidated financial statements of Clin-Ark Bankshares, Inc. as of December 31, 1992, and for the year then ended, which report appears on page 1 of Exhibit 99 (d) in the Current Report on Form 8-K dated January 10, 1994 of Union Planters Corporation.

Frost & Company
Certified Public Accountants

Little Rock, Arkansas
January 12, 1994

EXHIBIT 23 (B)

Accountants Consent

ACCOUNTANTS' CONSENT

The Board of Directors
Liberty Bancshares, Inc.:

We consent to incorporation by reference in the registration statements (No. 33-27814) on Form S-3 and (Nos. 2-87392, 33-23306, 33-35928 and 33-53454) on Form S-8 of Union Planters Corporation of our report dated January 25, 1993, relating to the consolidated balance sheets of Liberty Bancshares, Inc. and subsidiary as of December 31, 1992 and 1991, and the related consolidated statements of earning, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 1992, which report appears on page 1 of Exhibit 99 (f) in the Current Report on Form 8-K dated January 10, 1994, of Union Planters Corporation.

KPMG Peat Marwick

Nashville, Tennessee
January 12, 1994

1

EXHIBIT 99 (A)

Tennessee Bancorp, Inc. and Subsidiaries Unaudited Interim Consolidated Financial Statements dated September 30, 1993

2

TENNESSEE BANCORP, INC.
CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT SHARE DATA)

<TABLE>
<CAPTION>

<S>	SEPTEMBER 30, 1993 (UNAUDITED) <C>	DECEMBER 31, 1992 <C>
ASSETS		
Cash and due from banks	$ 3,296	$ 3,523
Investment securities, at amortized cost (market value $33,317 in 1993 and $29,190 in 1992)	32,402	28,699
Loans receivable, net	52,468	59,791
Bank premises and equipment, net	3,015	2,669
Accrued interest receivable and other assets	2,015	1,992
	$93,196	$96,674
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES:		
Deposits		
Non-interest bearing	$ 3,933	$ 3,762
Interest-bearing	79,133	83,236
Total deposits	83,066	86,998
Other borrowings	600	-
Accrued interest payable and other liabilities	513	989
TOTAL LIABILITIES	84,179	87,987
STOCKHOLDERS' EQUITY:		
Common stock, $1.00 par value, authorized 25,000,000 shares; issued and outstanding 539,680 shares in 1993; 535,680 shares in 1992	540	536
Additional paid-in capital	4,428	4,401
Retained earnings-substantially restricted	4,049	3,750
TOTAL STOCKHOLDERS' EQUITY	9,017	8,687
	$93,196	$96,674

</TABLE>

See accompanying notes to consolidated financial statements.

TENNESSEE BANCORP, INC.
CONSOLIDATED STATEMENT OF EARNINGS
(IN THOUSANDS, EXCEPT SHARE DATA)

<TABLE>
<CAPTION>

	QUARTER ENDED SEPTEMBER 30, 1993 (UNAUDITED)	QUARTER ENDED SEPTEMBER 30, 1992 (UNAUDITED)	NINE MONTHS ENDED SEPTEMBER 30, 1993 (UNAUDITED)	NINE MONTHS ENDED SEPTEMBER 30, 1992 (UNAUDITED)
<S>	<C>	<C>	<C>	<C>
INTEREST INCOME				
Interest and fees on loans	$ 1,135	$ 1,439	$ 3,530	$ 4,401
Interest on investment securities	411	480	1,315	1,511
Other interest income	12	18	20	30
TOTAL INTEREST INCOME	1,558	1,937	4,865	5,942
INTEREST EXPENSE				
Interest on deposits	820	1,061	2,556	3,415
Interest on borrowings	5	-	10	4
TOTAL INTEREST EXPENSE	825	1,061	2,566	3,419
NET INTEREST INCOME	733	876	2,299	2,523
Provision for possible loan losses	15	21	57	63
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	718	855	2,242	2,460
NON-INTEREST INCOME				
Service charges on deposit accounts	33	37	94	106
Other service charges, commissions and fees	4	9	15	25
Gain on sale of investments	273	62	308	134
Loss on sale of investments	-	-	-	(17)
Gain on sale of real estate	8	56	8	56
Other operating income	1	1	3	4
TOTAL NON-INTEREST INCOME	319	165	428	308
NON-INTEREST EXPENSE				
Salaries and employee benefits	240	216	727	619
Net occupancy expense	31	54	152	140
Furniture and equipment expense	78	87	171	176
Other operating expense	367	271	854	749
TOTAL NON-INTEREST EXPENSE	716	628	1,904	1,684
INCOME BEFORE PROVISION FOR INCOME TAXES	321	392	766	1,084
Provision for income taxes	120	147	293	407
NET INCOME	$ 201	$ 245	$ 473	$ 677
EARNINGS PER SHARE	$ 0.37	$ 0.44	$ 0.88	$ 1.16
Weighted average common stock shares outstanding	539,680	559,188	538,680	582,804

</TABLE>

See accompanying notes to consolidated financial statements.

TENNESSEE BANCORP, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
(IN THOUSANDS)

<TABLE>
<CAPTION>

	NINE MONTHS ENDED SEPTEMBER 30, 1993 (UNAUDITED)	1992 (UNAUDITED)
<S>	<C>	<C>
OPERATING ACTIVITIES		
Net income	$ 473	$ 677
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	245	200
Provision for possible loan losses	57	63
Gain on the sale of real estate	(8)	(56)
Gain on the sale of fixed assets	-	-
Gain on the sale of investments, net of losses	(308)	(117)
Amortization of deposit base intangibles	66	66
Amortization of premiums on investment securities, net of accretion of discounts	100	93
Decrease in deferred income and fees on loans	(46)	(71)
(Increase) decrease in accrued interest receivable and other assets	(156)	(80)
Increase (decrease) in accrued interest payable and other liabilities	(476)	(21)
TOTAL ADJUSTMENTS	(526)	77
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(53)	754
INVESTING ACTIVITIES		
Purchase of investment securities	(16,116)	(13,490)
Proceeds from maturities and calls of investments	261	3,000
Proceeds from sale of investments	10,824	6,606
Proceeds from principal reductions on investments	1,536	5,046
Proceeds from sale of fixed assets	-	-
Proceeds from sale of real estate	75	284
Net decrease in loans	7,312	2,227
Property and equipment purchased	(591)	(62)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	3,301	3,611
FINANCING ACTIVITIES		
Net increase (decrease) in deposits	(3,932)	(2,067)
Net increase (decrease) in short-term borrowings	600	(200)
Cash dividends paid	(162)	(171)
Redemption and retirement of common stock	(30)	(565)
Exercise of common stock options	49	12
Net cash provided by (used in) financing activities	(3,475)	(2,991)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(227)	1,374
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	3,523	1,880
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 3,296	$ 3,254

</TABLE>

See accompanying notes to consolidated financial statements.

TENNESSEE BANCORP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 1993

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of Tennessee Bancorp, Inc. conform to generally accepted accounting principles and to general practices in the banking industry. The significant policies are summarized as follows:

PRINCIPLES OF CONSOLIDATION

The accompanying consolidated financial statements present the accounts of Tennessee Bancorp, Inc. and its wholly owned subsidiary, Tennessee National Bank. In the opinion of management, such financial statements reflect all adjustments which are of a normal recurring nature and necessary to present a fair statement of results for the interim periods presented. Certain financial information which is normally included in financial statements prepared in accordance with generally accepted accounting principles, but which is not required for interim reporting purposes, has been omitted. The accompanying consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 1992. The statements also present the accounts of Tennessee National Bank's wholly owned subsidiary, Columbia Service Corporation. Material intercompany accounts and transactions have been eliminated in consolidation. The results of operations for the interim periods presented herein are not necessarily indicative of the results of operations to be expected for the fiscal year ending December 31, 1993.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash and interest-bearing deposits with an original maturity of three months or less.

INVESTMENTS

Investments are stated at cost, adjusted for discounts and premiums which are amortized to interest income using the level-interest- yield method over the life of the investment. Mortgage-backed securities, which are included in investment securities, represent participating interests in pools of long-term first mortgage loans originated and serviced by the issuers of the securities. Mortgage-backed securities are carried at unpaid principal balances, adjusted for unamortized premiums and unearned discounts. Premiums and discounts on mortgage-backed securities are amortized using the level-interest-yield method over the remaining period to contractual maturity, adjusted for anticipated prepayments.

TENNESSEE BANCORP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 1993

Investments are carried at amortized cost as it is management's intent and ability to hold them for investment purposes.

Gains and losses on the sale of investments are recognized upon realization and determined using the specific identification method.

LOANS RECEIVABLE

Loans receivable are stated at the amount of unpaid principal balances, less unearned discounts, net deferred loan origination fees and allowance for loan loss. Consumer loan discounts are recognized over the life of the loan using methods which approximate the level-interest-yield method.

ALLOWANCE FOR LOAN LOSSES

The allowance for loan losses is established by charges to operations based on management's evaluation of the assets, economic conditions and other factors considered necessary to maintain the allowance at an adequate level.

Loans are charged to the allowance account in the period a loss actually occurs or when a determination is made that a loss is likely to occur. Recoveries on loans previously charged off are credited to the allowance account in the period received. Throughout the year, management estimates the likely level of future losses to determine whether the allowance for loan losses is adequate to absorb reasonable anticipated losses. Such estimates involve significant judgments made by management and actual losses could differ significantly. It is the judgment of management that the allowance for loan losses reflected in the consolidated balance sheet is adequate to absorb losses which may exist in the current portfolio.

LOAN ORIGINATION AND COMMITMENT FEES

Loan origination fees and related direct costs are deferred and recognized as an adjustment of yield on the interest method.

BANK PREMISES AND EQUIPMENT, NET

Bank premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed on a straight-line basis over the estimated useful lives of the related assets as follows: buildings, 31 years; furniture and fixtures, three to ten years; and automobiles, two years.

REAL ESTATE OWNED

Real estate properties acquired through loan foreclosure, which are included in other assets, are initially recorded at the lower of the related loan balance (less any specific allowance for loss), or the value at the date of foreclosure. Costs related to holding property are expensed as incurred. Total real estate owned was $23,000 at September 30, 1993 and none outstanding at December 31, 1992.

Valuations are periodically performed by management and the carrying value of the property is adjusted as deemed necessary.

INTANGIBLE ASSETS

Deposit base intangibles identified in acquisition transactions are amortized over the estimated remaining lives of the deposits. Total amortization expense charged to operations amounts to $66,000 for the periods ending September 30, 1993 and 1992.

EARNINGS PER SHARE

Earnings per share is calculated based upon the weighted average number of shares outstanding during the period.

RECLASSIFICATIONS

Certain amounts in the prior period financial statements have been restated to conform to the current year presentation.

2. SUPPLEMENTARY CASH FLOW INFORMATION

Interest paid on deposits and other borrowings during the periods ending September 30, 1993 and 1992 amounted to $2,549,000 and $3,480,000, respectively. Income taxes paid during the period ending September 30, 1993 and 1992 amounted to $635,000 and $30,000, respectively.

TENNESSEE BANCORP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 1993

3. COMMITMENTS AND CONTINGENCIES

In the normal course of business, the Bank makes various commitments to extend credit which are credit risks that are not reflected in the accompanying consolidated financial statements. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of these commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

These commitments include various commitments to extend credit and letters of credit. At September 30, 1993, commitments to extend credit of $1,754,000 and letters of credit of $2,500 were outstanding. The Bank does not anticipate any losses as a result of these commitments.

Additionally, the Bank had undistributed loan commitments of approximately $1,207,000 at September 30, 1993.

4. INCOME TAXES

Effective January 1, 1993, the Bank adopted Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes," (FAS 109). Adoption of FAS 109 was not material to the Bank's financial statements and had no effect on the effective tax rate for the first three quarters of 1993.

Deferred income taxes reflect the net tax effects of (a) temporary differences between the carrying amounts of assets and the liabilities for financial reporting purposes and the amounts used for income tax purposes, and (b) any operating loss and tax credit carryforwards. Deferred tax assets (liabilities) at December 31, 1992, are comprised of the following:

Depreciation and amortization	$ (27,078)
Reserve for loan losses	(116,416)
Federal Home Loan Bank stock dividends	(102,476)
Deferred loan fees	62,757
Net deferred tax liability	$(183,213)

No valuation allowance relative to deferred tax assets was required as of

December 31, 1992 or September 30, 1993. The above net

TENNESSEE BANCORP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 1993

deferred tax liability is included in accrued interest and other liabilities on the accompanying balance sheet.

5. PENDING MERGER

On September 30, 1993, the Registrant and its wholly-owned subsidiary, Tennessee National Bank (Bank) entered into a definitive agreement with Union Planters Corporation providing for the merger of the Bank into Union Planters National Bank. The process of obtaining regulatory and stockholder approval has begun.

1

EXHIBIT 99 (B)

First National Bancorp, of Shelbyville Inc. and Subsidiaries
Unaudited Interim Consolidated Financial
Statements dated September 30, 1993

2

CONSOLIDATED BALANCE SHEET (unaudited)

FIRST NATIONAL BANCORP OF SHELBYVILLE, INC. AND SUBSIDIARIES

September 30, 1993

ASSETS	
Cash and due from banks	$ 4,600,340
Interest-bearing deposits with banks	1,279,483
Federal funds sold	2,450,000
Securities	89,467,103
Other investments	357,683
Loans	67,089,102
Less: Allowance for loan losses	(2,888,971)
Unearned income	(53,436)
Net loans	64,146,695
Premises and equipment, net	2,313,612
Accrued interest receivable	1,879,155
Other real estate	66,852
Deferred income taxes	1,166,515
Other assets	1,468,787
	$169,196,225

The accompanying notes are an integral part of these unaudited consolidated financial statements.

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LIABILITIES AND STOCKHOLDERS' EQUITY

DEPOSITS	
Non-interest bearing	$ 15,128,405
Certificates of deposit of $100,000 and over	17,412,727
Other interest bearing	121,379,612
	153,920,744
Deferred compensation payable	584,804
Accrued interest payable	411,644
Provision for state and federal taxes	230,960
Other liabilities	394,634
Commitments and Contingent Liabilities	
STOCKHOLDERS' EQUITY	
Common Stock, par value $10 per share, 700,000 shares authorized, 130,000 shares issued and outstanding	1,300,000
Additional paid-in capital	4,240,000
Retained earnings	8,113,439

$169,196,225
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CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (unaudited)

FIRST NATIONAL BANCORP OF SHELBYVILLE, INC. AND SUBSIDIARIES

For the nine months ended September 30, 1993

	Common Stock	Additional Paid-in Capital	Retained Earnings
Balance January 1, 1993	$1,300,000	$4,240,000	$5,748,356
Net income for the period	-	-	2,462,583
Dividends, $.75 per share	-	-	(97,500)
Balance September 30, 1993	$1,300,000	$4,240,000	$8,113,439

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME (unaudited)

FIRST NATIONAL BANCORP OF SHELBYVILLE, INC. AND SUBSIDIARIES

For the nine months ended September 30, 1993 and 1992

	1993	1992
Interest income:		
Interest and fees on loans	$ 4,746,838	$ 5,915,362
Interest and dividends on investment securities:		
Taxable	3,967,210	3,322,348
Tax-exempt	28,744	35,815
Federal funds sold	90,955	317,773
Interest-bearing deposits at financial institutions	85,419	135,040
TOTAL INTEREST INCOME	8,919,166	9,726,338
Interest expense:		
Deposits	3,996,280	4,971,181
NET INTEREST INCOME	4,922,886	4,755,157
Provision for loan losses	-0-	381,989
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	4,922,886	4,373,168
Other income:		
Service charges on deposit accounts	478,406	552,321
Securities gains	256,328	374,161
Trust Department fees	27,774	46,132
Insurance fees	28,139	41,008
Other service charges, collection charges and fees	9,550	9,909
Other operating income	76,391	102,416
TOTAL OTHER INCOME	876,588	1,125,947
Operating expenses:		
Salaries and other employee benefits	2,037,990	1,965,534
Occupancy expense	297,920	269,307
Other real estate expense	28,383	20,000
Equipment expense	171,218	170,502
Data processing and computer service	223,094	232,774
Legal and professional	143,916	121,927
FDIC - Comptroller Assessment	325,316	288,642
Other	680,669	547,621
TOTAL OPERATING EXPENSES	3,908,506	3,616,307
Earnings before income taxes	1,890,968	1,882,808

CONSOLIDATED STATEMENTS OF INCOME (CONT'D) (unaudited)

FIRST NATIONAL BANCORP OF SHELBYVILLE, INC. AND SUBSIDIARIES

For the nine months ended September 30, 1993 and 1992

Federal and state income taxes	710,149	525,615
Earnings before extraordinary item and cumulative change in accounting principle	1,180,819	1,357,193
Extraordinary item:		
Tax benefit due to loss carryforward	-0-	525,000
Cumulative effect of change in accounting principle	1,281,764	-0-
NET INCOME	$ 2,462,583	1,882,193

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME (unaudited)
FIRST NATIONAL BANCORP OF SHELBYVILLE, INC. AND SUBSIDIARIES

For the three months ended September 30, 1993 and 1992

	1993	1992
Interest income:		
Interest and fees on loans	$ 1,537,906	$ 1,853,316
Interest and dividends on investment securities:		
Taxable	1,314,233	1,163,937

Tax-exempt	8,478	13,596
Federal funds sold	30,382	82,278
Interest-bearing deposits at financial institutions	25,891	39,454
TOTAL INTEREST INCOME	2,916,890	3,152,581
Interest expense:		
Deposits	1,326,692	1,528,800
NET INTEREST INCOME	1,590,198	1,623,781
Provision for loan losses	-0-	90,000
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	1,590,198	1,533,781
Other income:		
Service charges on deposit accounts	151,455	186,506
Securities gains	90,407	808
Trust Department fees	7,101	18,132
Insurance fees	(3,900)	12,768
Other service charges, collection charges and fees	1,550	2,073
Other operating income	11,385	24,145
TOTAL OTHER INCOME	257,998	244,432
Operating expenses:		
Salaries and other employee benefits	698,288	689,769
Occupancy expense	89,356	94,733
Other real estate expense	4,530	8,250
Equipment expense	60,845	60,329
Data processing and computer service	74,584	76,171
Legal and professional	28,574	24,528
FDIC - Comptroller Assessment	108,708	97,158
Other	241,372	210,758
TOTAL OPERATING EXPENSES	1,306,257	1,261,696
Earnings before income taxes	541,939	516,517
Federal and state income taxes	180,414	175,357
Earnings before extraordinary item	361,525	341,160

CONSOLIDATED STATEMENTS OF INCOME (CONT'D) (unaudited)

FIRST NATIONAL BANCORP OF SHELBYVILLE, INC. AND SUBSIDIARIES

For the three months ended September 30, 1993 and 1992

Extraordinary item:		
Tax benefit due to loss carryforward	-0-	175,000
NET INCOME	$ 361,525	$ 516,160

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS (unaudited)

FIRST NATIONAL BANCORP OF SHELBYVILLE, INC. AND SUBSIDIARIES

For the nine months ended September 30, 1993 and 1992

<TABLE>
<CAPTION>

	1993	1992
Cash flows from operating activities:		
Net income	$ 2,462,583	$ 1,882,193
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	-0-	381,989
Provision for depreciation and amortization	128,705	131,727
Change in assets and liabilities:		
Decrease(Increase) in interest receivable	(398,384)	52,652
Decrease(Increase) in other assets	(1,016,267)	367,322
Increase(Decrease) in accrued interest payable	(8,334)	(209,057)
Increase(Decrease) in other liabilities	359,444	(121,146)
TOTAL ADJUSTMENTS	(934,836)	603,487

NET CASH PROVIDED BY OPERATING ACTIVITIES	1,527,747	2,485,680
Cash flows from investing activities:		
Capital expenditures	(74,811)	(37,072)
Purchases of investment securities, net	(10,959,217)	(7,154,399)
Net decrease in loans	2,901,896	5,949,427
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	(8,132,132)	(1,242,044)
Cash flows from financing activities:		
Proceeds from issuance of common stock	-0-	2,040,000
Increase(Decrease) in deposits	3,715,121	(2,334,136)
Increase in other loans payable	3,307	(1,927)
NET CASH USED BY FINANCING ACTIVITIES	3,718,428	(296,063)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(2,885,957)	947,573
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	9,936,297	10,488,105
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 7,050,340	$11,435,678
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ 4,004,614	$ 5,180,238

</TABLE>

The accompanying notes are an integral part of these unaudited consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

FIRST NATIONAL BANCORP OF SHELBYVILLE, INC. AND SUBSIDIARIES

September 30, 1993

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NOTE 1 - BASIS OF PRESENTATION

The consolidated financial statements have been prepared in accordance with generally accepted accounting principles. The foregoing financial statements are unaudited; however, in the opinion of management, all adjustments, including normal recurring adjustments, necessary for a fair presentation of the consolidated financial statements have been included. The accounting policies followed by First National Bancorp of Shelbyville, Inc. and its subsidiaries for interim financial reporting are consistent with the accounting policies followed for annual financial reporting, except as noted below. The notes included herein should be read in conjunction with the notes to the consolidated financial statements for the year ended December 31, 1992.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted in accordance with the rules of the Securities and Exchange Commission.

Effective January 1, 1993, the Bancorp adopted Statement on Financial Accounting Standards Number 109, "Accounting for Income Taxes" (FASB 109) which superseded Accounting Principles Board Opinion No. 11, "Accounting for Income Taxes" (APB 11) which is currently used by the Bancorp. Adoption of FASB 109 resulted in the Bancorp recording previously unrecognized tax benefits totaling approximately $1,280,000 as of January 1, 1993. As of January 1, 1993, the gross deferred tax asset was $1,446,000 comprised primarily of the allowance for loan losses and the gross deferred tax liability was $155,000.

NOTE 2 - PROPOSED MERGER

The Bancorp executed a merger agreement in September 1993 with Union Planters Corporation. Consummation of the merger is dependent upon the approval of the shareholders and various regulatory agencies.

1

EXHIBIT 99 (C)

Mid-South Bancorp, Inc. and Subsidiaries
Unaudited Interim Consolidated Financial Statements
dated September 30, 1993

2

MID-SOUTH BANCORP, INC.
AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
SEPTEMBER 30, 1993 AND DECEMBER 31, 1992

<TABLE>
<CAPTION>

		September 30, 1993	December 31, 1992
<S>		<C>	<C>
ASSETS			
1.	Cash and due from banks	$6,202,295	$7,612,176
3.	Federal funds sold	5,425,668	6,357,797
		----------	----------
	Total cash and cash equivalents	11,627,963	13,969,973
2.	Interest bearing deposits in other banks	0	52,998
6.	Investment securities (Market values September 30, 1993 - $51,013,817; December 31, 1992 - $59,722,305) (Note 2)	49,505,173	58,972,782
7.	Loans, net (Note 3)	113,082,102	101,811,861
8.	Premises and equipment (Note 4)	4,377,395	4,438,959
	Investment property	80,000	80,000
10.	Other assets		
	(1) Organization costs, net of amortization	72,856	97,290
	(2) Other real estate, net of amortization	708,558	2,082,006
	Accrued interest receivable	1,644,663	1,676,975
	Other receivables	1,408,194	306,716
	Future income tax benefit	635,363	79,941
	Bond servicing rights, at amortized cost	291,452	326,682
	Excess cost over fair value of net assets acquired, at amortized cost	373,247	867,049
	Other	293,223	225,481
		-----------	-----------
11.	Total assets	$184,100,189	$184,988,713
		===========	===========
LIABILITIES AND STOCKHOLDERS' EQUITY			
	Liabilities		
12.	Deposits		
	(1) Demand deposits - noninterest bearing	$19,601,115	$23,745,812
	(2) Savings deposits - interest bearing	59,113,529	55,812,890
	(3) Time deposits - interest bearing	85,232,740	87,338,540
		-----------	-----------
	Total deposits	163,947,384	166,897,242
13.	Short-term borrowings		
	(1) Securities sold under agreements to repurchase	24,760	50,190
	(3) Interest bearing demand notes issued to the U. S. Treasury	701,412	734,724
15.	Other liabilities		
	(1) Income taxes payable	482	69,961
	(5) Accounts payable and accrued expenses	1,508,310	1,000,261
	Minority interest in consolidated subsidiary	442,184	424,651
16.	Long-term debt (Note 4)	4,874,247	3,776,670
		-----------	-----------
	Total liabilities	171,498,779	172,953,699
		-----------	-----------
	Stockholders' Equity		
21.	Common stock, no par, $2.22 stated value; authorized 1,000,000 shares; 395,785 (1993) and 400,785 (1992) shares issued and outstanding (Note 5)	879,522	890,633
22.	Other stockholders' equity	11,721,888	11,144,381
		-----------	-----------
	Total stockholders' equity	12,601,410	12,035,014
		-----------	-----------
23.	Total liabilities and stockholders' equity	$184,100,189	$184,988,713
		===========	===========

</TABLE>

MID-SOUTH BANCORP, INC.
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
THREE MONTHS ENDED SEPTEMBER 30, 1993 AND 1992 AND
NINE MONTHS ENDED SEPTEMBER 30, 1993 AND 1992

<TABLE>
<CAPTION>

		Three Months Ended September 30, 1993	Three Months Ended September 30, 1992	Year to Date Nine Months Ended September 30, 1993	Year to Date Nine Months Ended September 30, 1992
<S>	<C>	<C>	<C>	<C>	<C>
1.	Interest and fees on loans	$2,500,986	$2,278,165	$7,290,767	$6,278,398
2.	Interest and dividends on investment securities				
	1. Taxable interest income	655,410	907,488	2,246,462	2,299,610
	2. Nontaxable interest income	123,027	108,990	360,022	342,730
4.	Other interest income				
	1. Interest on federal funds sold	43,105	83,298	132,631	232,033
	2. Interest on deposits in other banks	146	1,137	982	3,415
5.	Total interest income	3,322,674	3,379,078	10,030,864	9,156,186
6.	Interest on deposits				
	2. Savings deposits	426,403	425,193	1,277,264	1,180,284
	3. Time deposits	1,038,493	1,245,745	3,162,756	3,422,189
7.	Interest on short-term borrowings	4,813	5,497	18,585	13,591
8.	Interest on long-term debt (Note 4)	71,680	65,691	187,455	154,647
9.	Total interest expense	1,541,389	1,742,126	4,646,060	4,770,711
10.	Net interest income	1,781,285	1,636,952	5,384,804	4,385,475
11.	Provision for loan losses	160,000	185,000	497,500	570,000
12.	Net interest income after provision for loan losses	1,621,285	1,451,952	4,887,304	3,815,475
13.	Other income				
	(a) Commissions and fees from fiduciary activities	77,311	79,983	246,188	260,569
	(c) Insurance commissions, fees and premiums	10,086	27,210	37,245	74,397
	(d) Fees for other customer services	236,520	263,572	708,366	669,496
	(h) Investment securities gains and losses (identified certificate method)	(15,935)	25,574	5,607	35,284
	Other income	60,160	19,541	168,014	107,300
		1,989,427	1,867,832	6,052,724	4,962,521
14.	Other expenses				
	(a) Salaries and employee benefits	724,399	753,337	2,156,932	1,929,587
	(b) Net occupancy expense of premises	224,314	228,021	670,953	548,314
	Taxes and licenses	162,532	106,469	414,480	296,929
	Stationary and supplies	41,212	52,805	145,825	142,394
	Minority interest in net income (loss) of consolidated subsidiaries	4,782	(5,091)	17,533	(6,012)
	Loss on sale of other real estate	221,967	-	221,967	-
	Other expenses	402,429	396,964	1,181,648	1,000,669
	Total other expenses	1,781,635	1,532,505	4,809,338	3,911,881
15.	Income before income tax expense	207,792	335,327	1,243,386	1,050,640
16.	Income tax expense (Note 6)	27,062	69,616	296,955	210,148
	Income before accounting change	180,730	265,711	946,431	840,492
	Cumulative effect of adoption of SFAS No. 109	0	0	44,412	0
20.	Net income	$180,730	$265,711	$990,843	$840,492
21.	Earnings per share data (Note 5)	$.45	$.66	$2.50	$2.21

</TABLE>

MID-SOUTH BANCORP, INC.
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
NINE MONTHS ENDED SEPTEMBER 30, 1993 AND 1992

<TABLE>
<CAPTION>

<S>	1993 <C>	1992 <C>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$990,843	$840,492
Items not requiring (providing) cash:		
Minority interest	17,533	(6,012)
Depreciation	355,555	279,485
Amortization of premiums and discounts on investment and mortgage-backed securities	18,895	(92,815)
Amortization of excess cost over market value of net assets acquired and servicing rights	54,752	73,846
Deferred income taxes	(44,412)	-
Provision for loan losses	497,500	570,000
Provision for real estate owned losses	51,408	41,425
Gain on sale of investments	(5,607)	(35,284)
(Gain) loss on sale of real estate owned	255,715	(34,478)
Changes in:		
Accrued interest receivable	32,312	63,828
Other receivables	(520,435)	(399,082)
Other assets	(141,279)	(100,808)
Accounts payable and accrued expenses	508,049	73,281
Income taxes payable	(52,038)	29,073
Net cash provided by operating activities	2,018,791	1,302,951
CASH FLOWS FROM INVESTING ACTIVITIES		
Net originations of loans	(11,943,561)	(5,279,121)
Purchase of premises and equipment	(446,020)	(288,346)
Proceeds from sale of premises	250,000	0
Proceeds from sale of real estate owned	511,102	887,354
Proceeds from sale of investment securities	1,788,675	1,426,010
Proceeds from maturity of investment securities	12,059,864	10,492,794
Purchase of investment securities	(4,345,294)	(16,089,002)
Cash acquired in the purchase of First Citizens Bank, net of cash paid	0	2,992,594
Expended for organizational expenses	0	(57,599)
Net cash provided by (used in) investing activities	(2,125,234)	(5,915,316)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase (decrease) in demand deposits, NOW accounts, and savings deposits	(844,058)	6,356,428
Net decrease of time deposits	(2,105,800)	(583,799)
Dividends paid	(324,544)	(233,257)
Increase (decrease) in securities sold under agreements to repurchase	(25,430)	78,996
Increase (decrease) in TT&L deposits due U.S. Treasury	(33,312)	72,600
Long-term borrowings	1,400,000	1,250,000
Payment on long-term debt	(302,423)	(50,000)
Net cash provided by (used in) financing activities	(2,235,567)	6,890,968
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(2,342,010)	2,278,603
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	13,969,973	12,171,561
CASH AND CASH EQUIVALENTS, END OF PERIOD	$11,627,963	$14,450,164

</TABLE>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 - CONSOLIDATED STATEMENTS

The financial statements included in this report are prepared on a consolidated basis. At 12:00 midnight on December 31, 1981, Simpson County Bank became a totally owned subsidiary of Mid-South Bancorp, Inc. in a reverse triangular merger. On January 3, 1984, Mid-South Bancorp, Inc. formed and capitalized Mid-South Credit Insurance Services, Inc., a totally owned subsidiary. The subsidiary was capitalized by issuance of 100 shares of no par ($10 stated value) common stock. Mid-South Credit Insurance Services, Inc. acts as agent to write credit life and accident and health insurance for Simpson County Bank. At 12:00 midnight on October 31, 1985, Adairville Banking Company became a totally owned subsidiary of Mid-South Bancorp, Inc. by purchase. On January 29, 1990, Mid-South Bancorp, Inc. formed and capitalized General Trust Company, a Tennessee trust company and totally owned subsidiary. This subsidiary purchased the name, assets and business of an existing Tennessee trust company. General Trust Company is chartered as a state bank, limited to trust powers only. On June 1, 1990, Mid-South Bancorp, Inc. acquired approximately 99% of Peoples Bank of Elk Valley by purchase and capital injection. On June 11, 1992, Mid-South Bancorp, Inc. acquired approximately 83% of First Citizens Bank by purchase and capital injection. All intercompany transactions and balances have been eliminated for these statements.

Note 2 - INVESTMENT SECURITIES

The carrying value and approximate market value of all investment securities owned at September 30, 1993 and December 31, 1992 are summarized as follows:

<TABLE>
<CAPTION>

	9-30-93		12-31-92	
Category	Carrying Value	Market Value	Carrying Value	Market Value
<S>	<C>	<C>	<C>	<C>
U.S. Treasury Securities	$ 8,669,999	$ 9,007,609	$ 11,311,084	$ 11,458,781
Obligations of other U.S. Government Agencies and Corporations	29,436,879	30,176,004	37,351,056	37,768,169
Obligations of States and Political Subdivisions	8,640,822	9,051,008	7,855,386	8,030,720
Other securities	2,757,473	2,779,196	2,455,256	2,464,635
	$ 49,505,173	$ 51,013,817	$ 58,972,782	$ 59,722,305

</TABLE>

Note 3 - LOANS

Unearned discounts and the allowance for loan losses have been deducted from total loans on the accompanying balance sheets. The components of net loans follow:

<TABLE>
<CAPTION>

	9-30-93	12-31-92
<S>	<C>	<C>
Total loans	$116,247,561	$104,676,197
Less unearned discounts	1,268,604	1,165,599
	114,978,957	103,510,598
Less allowance for loan losses	1,896,855	1,698,737
Net loans	$113,082,102	$101,811,861

</TABLE>

A summary of certain information with respect to nonaccruing and reduced rate loans at June 30, 1993 and 1992 follows:

<TABLE>
<CAPTION>

	1993	1992
<S>	<C>	<C>
Uncollected principal balance at end of period	$1,326,250	$1,763,958

Interest income that would have been recorded if all such loans were on a current basis in accordance with their original terms	105,873	140,169
Interest income that was recorded	32,279	47,390

</TABLE>

Note 4 - LONG-TERM DEBT

At September 30, 1993 and December 31, 1992, the Corporation had the following long-term debt outstanding:

<TABLE>
<CAPTION>

<S>	September 30, 1993 <C>	December 31, 1992 <C>
Elk Valley Bancshares, Inc., 12% subordinated debenture; paid in full January 28, 1993.	$ 0	$101,670
Hart County Bank and Trust Company, Munfordville, Kentucky, note; interest due quarterly; annual principal payments due each September 30, with final maturity September 30, 1997; interest rate adjusted on and as of any change in New York prime rate. The rate at September 30, 1993 was 6.0%. The loan is secured by all stock of Adairville Banking Company.	225,000	300,000

</TABLE>

Note 4 - LONG-TERM DEBT (Continued)

<TABLE>
<CAPTION>

<S>	September 30, 1993 <C>	December 31, 1992 <C>
NationsBank, Nashville, Tennessee, note; interest due quarterly; annual principal payments due each December 31, with final maturity December 31, 2001; interest rate adjusted on and as of any change in New York prime rate. The rate at September 30, 1993 was 6.0%. The loan is secured by all stock of General Trust Company.	$625,000	$625,000
First American National Bank, Nashville, Tennessee, note; interest due quarterly; annual principal payments due each May 1, beginning in 1993, with final maturity May 1, 2002; interest rate adjusted on and as of any change in First American's "Index Rate." The rate at Septembe 30, 1993 was 6.0%. The loan is secured by all common and preferred stock of The Peoples Bank of Elk Valley owned by Mid-South Bancorp, Inc.	1,400,000	1,500,000
First American National Bank, Nashville, Tennessee, note; interest due quarterly; annual principal payments due each May 1, beginning in 1995, with final maturity May 1, 2004; interest rate adjusted on and as of any change in First American's "Index Rate." The rate at September 30, 1993 was 6.0%. The loan is secured by all stock of First Citizens Bank owned by Mid-South Bancorp, Inc.	1,250,000	1,250,000
Federal Home Loan Bank, Cincinnati, Ohio, fixed-rate notes; principal and interest payments due the first of each month to amortize the notes by June 30, 2003. Currently, the monthly payments total $15,208.71 at an average interest rate of 5.5%.	1,374,247	0

	$4,874,247	$3,776,670
	=========	=========

</TABLE>

Note 5 - DIVIDENDS

The number of shares outstanding at September 30, 1993 and 1992, and dividends paid for the periods then ended are disclosed below:

<TABLE>
<CAPTION>

	September 30, 1993	September 30, 1992
Shares outstanding	395,785	400,785
Quarterly dividends paid per share	$ .27	$ .20
Total quarterly dividends paid	$106,862	$ 80,157

</TABLE>

Note 6 - INCOME TAXES

Income taxes included on the accompanying consolidated income statements are computed based on taxable income as presented on the financial statements.

Note 7 - SUPPLEMENTAL CASH FLOW INFORMATION

<TABLE>
<CAPTION>

	September 30, 1993	September 30, 1992
Noncash Investing Activities		
Unrealized gain (loss) in market value of equity securities	$ 50,097	$ (23,391)
Real estate acquired in settlement of debt	$ 175,097	$ 0
Additional Cash Information		
Interest paid	$4,634,123	$4,993,891
Income taxes paid	$ 445,326	$ 153,734

</TABLE>

Note 8 - PRO FORMA DISCLOSURE

In connection with the June 1, 1992 acquisition of First Citizens Bank accounted for as a purchase, the following pro forma information is provided as though the companies had combined at the beginning of the period being reported.

Note 8 - PRO FORMA DISCLOSURE (Continued)

<TABLE>
<CAPTION>

September 30,

1992

Total interest and other income	$11,614,387
Income before extraordinary items and cumulative effect of accounting changes	$ 768,730
Net income	$ 768,730
Earnings per common share	$ 1.92

Pro forma data above includes adjustments for additional interest income and expense related to financing the acquisition. The pro forma results are not necessarily indicative of what would have occurred had the acquisition actually been on January 1, 1992, nor are they indicative of future operations.

Note 9 - CONTINGENCIES

Litigation

A number of legal proceedings exist in which the Company and/or its subsidiaries are either plaintiffs or defendants or both. Most of the lawsuits where the Company is plaintiff involve loan foreclosure activities. The Peoples Bank of Elk Valley is defendant in suits claiming misrepresentations and errors arising out of execution of loans. No estimate of eventual outcome is currently determinable. Management and outside legal counsel believe that the Corporation has strong defenses against the claims and intends to vigorously defend the suits. No provision has been made in the financial statements for any adverse results as there is no material adverse effect expected.

Stock Option Agreements

The Company's newly acquired subsidiary, First Citizens Bank, has two stock option agreements with key employees. Under the agreements, 26,500 shares of common stock of First Citizens Bank were reserved for issuance upon exercise of the options. The agreements provide that the option price will be $7.00 per share. Neither agreement has been exercised to date. The options expire July 30, 1997.

1

EXHIBIT 99 (D)

Clin-Ark Bankshares, Inc. and Subsidiaries
Consolidated Financial Statements dated December 31, 1992

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CLIN-ARK BANKSHARES, INC.

DECEMBER 31, 1992

FINANCIAL STATEMENTS

WITH

INDEPENDENT AUDITOR'S REPORT

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Independent Auditor's Report

Board of Directors
Clin-Ark Bankshares, Inc.
Clinton, Arkansas

We have audited the accompanying consolidated balance sheet of Clin-Ark Bankshares, Inc. as of December 31, 1992, and the related consolidated statements of income, stockholders' equity and cash flows for the year then ended. These consolidated financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on the consolidated financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Clin-Ark Bankshares, Inc. as of December 31, 1992, and the consolidated results of its operations and its cash flows for the year then ended, in conformity with generally accepted accounting principles.

Frost & Company
Certified Public Accountants

Little Rock, Arkansas
February 19, 1993

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CLIN-ARK BANKSHARES, INC.

CONSOLIDATED BALANCE SHEET

DECEMBER 31, 1992
(DOLLAR AMOUNTS IN THOUSANDS)

Assets	1992
Cash and due from banks	$ 1,856
Interest-bearing time deposits	891
Investment securities	
United States Treasury securities	3,677
Securities of United States government agencies and corporations	3,016
Obligations of state and political subdivisions	414
Other securities	5,937
Total investment securities	13,044
Federal funds sold	1,035
Loans	
Loans, net of unearned income	30,645
Reserve for loan losses	(304)
Net loans	30,341
Premises and equipment, net of accumulated depreciation	715
Other assets	545
Total assets	$48,427

The accompanying notes are an integral part of these financial statements.

CLIN-ARK BANKSHARES, INC.

CONSOLIDATED BALANCE SHEET

DECEMBER 31, 1992
(DOLLAR AMOUNTS IN THOUSANDS)

Liabilities and stockholders' equity	1992
Deposits	
Noninterest - bearing deposits	$ 3,905
Interest - bearing deposits	40,663
Total deposits	44,568
Accrued expenses and other liabilities	379
Total liabilities	44,947
Commitments and contingencies (Notes 8, 9, 11 and 13)	
Stockholders' equity	
Common stock, par value, $1 per share; authorized, 52,000 shares; issued and outstanding, 51,442 shares	52
Additional paid-in capital	1,260
Retained earnings	2,194

	3,506
Treasury stock, 558 shares at cost	(26)
Total stockholders' equity	3,480
Total liabilities and stockholders' equity	$48,427

The accompanying notes are an integral part of these financial statements.

CLIN-ARK BANKSHARES, INC.

CONSOLIDATED STATEMENT OF INCOME

FOR THE YEAR ENDED DECEMBER 31, 1992
(DOLLAR AMOUNTS IN THOUSANDS EXCEPT PER SHARE AMOUNTS)

<TABLE>
<CAPTION>

<S>	<C> 1992
Interest income	
Interest and fees on loans	$ 2,701
Interest on Federal funds sold	32
Interest on time deposits	109
Interest and dividends on investment securities	
United States Treasury securities	246
Securities of United States government agencies and corporations	219
Obligations of state and political subdivisions	33
Other securities	286
Total interest income	3,626
Interest expense	
Interest on deposits	1,661
Interest on Federal funds purchased and securities sold under repurchase agreements	2
Total interest expense	1,663
Net interest income	1,963
Provision for loan losses	(77)
Net interest income after provision for loan losses	1,886
Other operating income	
Service charges on deposit accounts	176
Other service charges, commissions and fees	92
Securities gains	76
Other income	102
Total other operating income	446
Other operating expenses	
Salaries	491
Pension and other employee benefits	115
Net expense of premises and fixed assets	127
Other	413
Total other operating expenses	1,146
Income before income taxes	1,186
Income taxes	480
Net income	$ 706

	=======
Primary earnings per share	$ 12.96
	=======

</TABLE>

The accompanying notes are an integral part of these financial statements.

CLIN-ARK BANKSHARES, INC.

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 1992
(DOLLAR AMOUNTS IN THOUSANDS)

<TABLE>
<CAPTION>

	Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Total
<S>	<C>	<C>	<C>	<C>	<C>
Balance - January 1, 1992	$52	$1,260	$1,488	$(19)	$2,781
Purchase of treasury stock	-	-	-	(7)	(7)
Net income	-	-	706	-	706
Balance - December 31, 1992	$52	$1,260	$2,194	$(26)	$3,480

</TABLE>

The accompanying notes are an integral part of these financial statements.

CLIN-ARK BANKSHARES, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 1992
(DOLLAR AMOUNTS IN THOUSANDS)

<TABLE>
<CAPTION>

	1992
<S>	<C>
Cash flows from operating activities	
Net income	$ 706
Adjustments to reconcile net income to net cash provided (used) by operating activities:	
Provision for loan losses and losses on other real estate	82
Depreciation and amortization	89
Accretion of bond discounts	152
Gain on sale of investment securities	(76)
Change in deferred income tax benefit	18
Loss on sale of equipment	(1)
Increase in other assets	(54)
Increase in accrued expenses and other liabilities	32
Net cash provided (used) by operating activities	948
Cash flows from investing activities	

Proceeds from sale of investment securities	4,853
Proceeds from maturities of investment securities	3,996
Purchase of investment securities	(11,362)
Net increase in loans	(5,269)
Net decrease in time deposits	3,360
Proceeds from sales of premises and equipment	11
Purchases of premises and equipment	(113)
Increase in Federal funds sold	(230)
Net cash provided (used) by investing activities	(4,754)
Cash flows from financing activities	
Increase in deposits	4,287
Purchase of treasury stock	(7)
Net cash provided (used) by financing activities	4,280
Net increase in cash and cash equivalents	474
Cash and cash equivalents - beginning of year	1,382
Cash and cash equivalents - end of year	$ 1,856
Supplemental disclosures	
Cash paid during the year for:	
Interest	$ 1,732
Income taxes	$ 390

</TABLE>

The accompanying notes are an integral part of these financial statements.

CLIN-ARK BANKSHARES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 1992

1. Summary of Significant Accounting Policies

The accounting and reporting policies of Clin-Ark Bankshares, Inc. ("the Corporation") conform with generally accepted accounting principles and practices within the banking industry. The policies that materially affect financial position and the results of operations are summarized as follows:

a. Basis of presentation - The consolidated financial statements include the accounts of the Corporation, its wholly owned subsidiary First National Bank of Clinton and its majority owned subsidiary, First North Central Insurance, Inc. All material intercompany accounts and transactions have been eliminated in consolidation.

b. Investment securities - Investment securities are stated at cost, adjusted for amortization of premiums and accretion of discounts computed on the interest method. Although the quoted market values fluctuate, investment securities are held for investment purposes and gains and losses are recognized in the accounts upon realization or at such time that management determines that a permanent decline in value exists. The adjusted cost of the specific security is used to compute the gain or loss on sales of investment securities.

c. Loans - Interest on loans is credited to income based upon the principal amount outstanding.

d. Reserve for loan losses - For financial reporting purposes, the reserve for loan losses is established through a provision for loan losses charged to expense. Loans are charged against the reserve for loan losses when management believes that the collectibility of the principal is unlikely. The reserve is an amount that management believes will be adequate to absorb possible losses on existing loans that may become uncollectible, based on evaluations of the collectibility of loans and prior loan loss experience. The evaluations take into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, and current economic conditions that may affect the borrowers' ability to pay. Accrual of interest is discontinued on a loan when management believes, after considering economic and business conditions and collection efforts, that the borrowers' financial condition is such that collection of interest is doubtful. For income tax purposes, loans are charged to expense when management believes that the collectibility of the principal is unlikely.

e. Premises and equipment - Premises and equipment are stated at cost, less accumulated depreciation.

For financial reporting purposes, depreciation is charged to operating expenses over the estimated useful lives of the assets and is computed on the straight-line method. For

CLIN-ARK BANKSHARES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 1992

1. Summary of Significant Accounting Policies (cont.)

income tax purposes, depreciation is computed under the methods prescribed under the applicable tax laws.

f. Income taxes - The Corporation utilizes the liability method of accounting for deferred income taxes. The liability method provides for a deferred tax liability (benefit) on the balance sheet for the temporary differences between financial statement and tax return income at the tax rates which are in effect at the date of the financial statements.

g. Real estate acquired through foreclosure - Real estate acquired through foreclosure is reported at the lower of cost or estimated realizable value. During 1992, the Corporation acquired $125,000 of other real estate as a result of foreclosing on past due loans. At December 31, 1992, approximately $4,000 of other real estate is included in other assets.

h. Cash and cash equivalents - For purposes of reporting cash flows, cash and cash equivalents include cash on hand and amounts due from banks.

i. Earnings per common share - Primary earnings per share are computed based on the weighted average number of shares that would be outstanding plus the shares that would be outstanding assuming exercise of dilutive stock options which are considered to be common stock equivalents. The number of shares that would be issued from the exercise of stock options has been reduced by the number of shares that could have been purchased from the proceeds at the average estimated number of shares used in the computations were $54,461 in 1992. Fully diluted earnings per share amounts are not presented because they are not materially dilutive.

2. Investment Securities

At December 31, 1992, the amortized cost and estimated market values of investment securities were as follows (in thousands):

<TABLE>
<CAPTION>

1992

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Market Value
United States Treasury securities	$ 3,677	$ 40	$ -	$ 3,717
Securities of United States government agencies and corporations	3,016	34	2	3,048

2. Investment Securities (cont.)

	1992			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Market Value
Obligations of state and political subdivisions	$ 414	$ 10	$12	$ 412
Other securities	5,937	36	10	5,963
	$ 13,044	$120	$24	$13,140

The amortized cost and estimated market value of investment securities at December 31, 1992 by contractual maturity are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	1992	
	Amortized Cost	Estimated Market Value
	(in thousands)	
Due in one year or less	$ 5,971	$ 5,977
Due after one year through five years	6,495	6,577
Due after five years through ten years	45	46
Due after ten years	533	540
	$ 13,044	$ 13,140

Proceeds from sales and maturities of investments in investment securities during the year ending December 31, 1992 were approximately $8,849,000. Gross gains of approximately $76,000 were realized on the sales.

As required by law, investments carried at approximately $5,750,000 at December 31, 1992 were pledged to secure public deposits and for other purposes.

CLIN-ARK BANKSHARES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 1992

3. Loans

The following is a summary of the loan portfolio by principal regulatory categories at December 31, 1992 (in thousands):

	1992
Commercial, financial and agricultural	$ 4,534
Real estate - construction	1
Real estate - mortgage	21,844
Other	4,266
Loans, net of unearned income	$30,645

Loan maturities as of December 31, 1992 are as follows (in thousands):

Within one year	$15,901
One to five years	14,182
After five years	562
Total	$30,645

4. Reserve for Loan Losses

A summary of transactions within the reserve for loan losses for the year ending December 31, 1992 is as follows (in thousands):

	1992
Balance - beginning of year	$242
Provision charged to operating expense	77
Recoveries on loans previously charged-off	2
	321
Loans charged-off	17
Balance - end of year	$304

CLIN-ARK BANKSHARES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 1992

5. Premises and Equipment

A summary of asset classifications and depreciable lives at December 31, 1992 is as follows (in thousands): Useful Lives

	1992	(Years)
Land	$ 134	
Buildings and improvements	510	15 to 60
Furniture and equipment	397	3 to 15
Automobiles	13	3 to 5
	1,054	
Accumulated depreciation	(339)	
	$ 715	

Depreciation, included in operating expenses, amounted to approximately 66,000 in 1992.

6. Time Deposits

The remaining maturities of time deposits at December 31, 1992 are as follows (in thousands):

Three months or less	$ 9,973
Three through six months	7,181
Six through twelve months	4,292
Over twelve months	3,945
Total	$25,391

7. Income Taxes

Income tax expense for the consolidated statement of income consists of (in thousands):

	1992
Current provision	$462
Deferred provision	18
	$480

7. Income Taxes (cont.)

The reasons for the difference between the actual tax expense and tax computed at the statutory Federal income tax rate are as follows (in thousands):

<TABLE>
<CAPTION>

<S>	1992 Amount <C>	1992 Percent <C>
Tax on pre-tax income	$403	34.0%
State income tax, net of Federal benefit	33	2.8
Interest and other items exempt from income tax	(28)	(2.4)
Other	72	6.1
	$480	40.5%

</TABLE>

The sources of timing differences that result in the deferred income tax benefits and the tax effects of each were as follows (in thousands):

<TABLE>
<CAPTION>

<S>	1992 <C>
Provision for loan losses	$(24)
Depreciation	1
Writedown of other real estate owned	(2)
Increase in unrecognized deferred tax benefit	43
Deferred income tax provision	$ 18

</TABLE>

In February 1992, the Financial Accounting Standards Board issued Statements of Financial Accounting Standards No. 109 - Accounting for Income Taxes. This statement provides for, among other things, the recognition of a deferred tax liability or asset for the estimated tax effect attributable to temporary differences and carryforwards. The valuation of deferred tax assets is reduced, if necessary, by the amount of any tax benefits that are not expected to be realized. This statement is effective for fiscal years beginning after December 15, 1992 although earlier application is allowed. As of December 31, 1992, the Corporation has not implemented this statement. Although the estimated benefit has not been quantified, management believes that the adoption of this statement will have a favorable impact on the Corporation's financial position.

CLIN-ARK BANKSHARES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 1992

8. Noncompensating Stock Option Agreements

On January 13, 1988, the Corporation granted a director and officer of the Corporation an option to purchase 3,000 shares of the Corporation's common stock at a purchase price of $25.00 per share. The term of the option was for a period of five years from the date of the grant. On March 26, 1990, an additional option was granted to the director to purchase up to an additional 2,500 shares of common stock at a purchase price of $45.00 per share. The term of this option was also for a period of five years from the date of the grant.

As of December 31, 1992, neither of the above noted option agreements had been exercised.

In January, 1993, the director exercised the option to purchase 3,000 shares of the Corporations common stock at a purchase price of $25.00 per share.

9. Commitments and Contingencies

The Corporation is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuation in interest rates. These financial instruments include commitments to extend credit, standby letters of credit and interest rate caps and floors written.

The Corporation's exposure to credit loss in the event of nonperformance by the other party to the financial instruments for commitments to extend credit is represented by the contractual notional amount of those instruments. The Corporation has the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. For interest rate caps and floors, the contract or notional amounts do not represent exposure to credit loss.

Financial instruments, whose contract amount represents credit risk, consist of commitments to extend credit of approximately $1,650,000 at December 31, 1992.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require repayment of a fee. Since these commitments may expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements. The Corporation evaluates each customer's credit worthiness on a case- by-case basis. The amount of collateral obtained, if deemed necessary by the Corporation upon extension of credit, is based on management's credit evaluation of the counterpart. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, and income-producing commercial properties.

9. Commitments and Contingencies (cont.)

The Corporation grants agribusiness, commercial, mortgage and consumer loans to customers within its lending region. The Corporation maintains a loan portfolio with a high concentration of real estate mortgage loans.

10. Related Party Transactions

Directors, officers and employees were customers of, and had other transactions with, the Corporation's subsidiaries in the ordinary course of business. Loan transactions with directors, officers and employees were made on substantially the same terms as those prevailing, at the time made, for comparable loans to other persons and did not involve more than normal risk of collectibility or present other unfavorable features. Loans to these related parties amounted to approximately $1,231,000 at December 31, 1992.

11. Employee Benefit Plan

The Corporation offers a profit sharing plan for all eligible employees. Employer contributions are based upon amounts determined at the sole discretion of the board of directors. Employees are not required or permitted to make contributions under the plan. Expenses relating to Corporation contributions to the plan were approximately $33,500 during the year ended December 31, 1992.

12. Parent Company Financial Statements

The following are the condensed parent company only balance sheet as of December 31, 1992 and the parent only condensed statement of income and cash flows for the year then ended.

12. Parent Company Financial Statements (cont.)

Clin-Ark Bankshares, Inc.
Parent Company Only Condensed Balance Sheet
December 31, 1992
(Dollar Amounts in Thousands)

<TABLE>
<CAPTION>

Assets	1992
Cash and cash equivalents	$ 1
Land	68
Investments in subsidiary	3,411
	$3,480
Liabilities and Stockholders' Equity	
Income tax payable to subsidiary	$ 1
Stockholders' equity	3,479
	$3,480

</TABLE>

12. Parent Company Financial Statements (cont.)

Clin-Ark Bankshares, Inc.
Parent Company Only Condensed Statement of Income
December 31, 1992
(Dollar Amounts in Thousands)

<TABLE>
<CAPTION>

	1992
Other operating income	$ 2
Total operating expenses	7
Operating loss before equity in undistributed earnings of subsidiary	(5)
Equity in undistributed earnings of subsidiary	711
Net income	$706

At December 31, 1992, stockholders' equity of First National Bank of Clinton of approximately $1,557,000 was available for the payment of dividends to the Corporation without obtaining prior regulatory approval and while maintaining regulatory capital ratio requirements.

CLIN-ARK BANKSHARES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 1992

12. Parent Company Financial Statements (cont.)

Clin-Ark Bankshares, Inc.
Parent Company Only Condensed Statements of Cash Flows
December 31, 1992
(Dollar Amounts in Thousands)

	1992
Cash flows from operating activities	
Operating loss	$ (5)
Adjustments to reconcile net income to net cash provided (used) by operating activities:	
Equity in undistributed earnings of subsidiary	711
Net cash provided (used) by operating activities	706
Cash flows from investing activities	
Purchase of fixed assets	(68)
Increase in investment in subsidiary	(632)
Net cash provided (used) by investing activities	(700)
Cash flows from financing activities	
Purchase of treasury stock	(7)
Net cash provided (used) by financing activities	(7)
Net decrease in cash and cash equivalents	(1)
Cash and cash equivalents - beginning of year	2
Cash and cash equivalents - end of year	$ 1

Supplemental disclosures

Cash paid during the year for:	
Interest	$ 7
Income taxes	$390

</TABLE>

CLIN-ARK BANKSHARES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 1992

13. Merger

On December 16, 1992, the Corporation entered into a letter of intent with Union Planters Corporation ("UPC"), whereby UPC intends to acquire the Corporation's outstanding stock in exchange for shares of UPC. Consummation of this transaction is subject to regulatory and stockholder approval.

EXHIBIT 99 (E)

Clin-Ark Bankshares, Inc. and Subsidiaries
Unaudited Interim Consolidated Financial Statements
dated September 30, 1993

CLIN-ARK BANKSHARES, INC.

CONSOLIDATED BALANCE SHEET

SEPTEMBER 30, 1993
(DOLLAR AMOUNTS IN THOUSANDS)

(UNAUDITED)

<TABLE>
<CAPTION>

Assets	
<S>	<C>
Cash and due from banks	$ 1,687
Interest - bearing time deposits	-
Investment securities	
United States Treasury Securities	4,628
Securities of United States government agencies and corporations	2,503
Obligations of state and political subdivisions	442
Other securities	6,390
Total investment securities	13,963
Federal funds sold	425
Loans	
Loans, net of unearned income	32,624
Reserve for loan losses	(359)
Net loans	32,265
Premises and equipment, net of accumulated depreciation	894
Other assets	599
Total assets	$49,833

</TABLE>

The accompanying notes are an integral part of these unaudited financial statements.

CLIN-ARK BANKSHARES, INC.

CONSOLIDATED BALANCE SHEET

SEPTEMBER 30, 1993
(DOLLAR AMOUNTS IN THOUSANDS)

(UNAUDITED)

Liabilities and stockholders' equity	
Deposits	
Noninterest - bearing deposits	$ 4,471
Interest - bearing deposits	41,011
Total deposits	45,482
Accrued expenses and other liabilities	328
Total liabilities	45,810
Stockholders' equity	
Common stock, par value, $1 per share; authorized 55,000 shares; issued and outstanding, 54,442	55
Additional paid-in capital	1,332
Retained earnings	2,662
	4,049
Treasury stock, 558 shares at cost	(26)
Total stockholders' equity	4,023
Total liabilities and stockholders' equity	$49,833

The accompanying notes are an integral part of these unaudited financial statements.

CLIN-ARK BANKSHARES, INC.

STATEMENT OF INCOME

FOR THE QUARTERLY PERIODS ENDED SEPTEMBER 30, 1993 AND 1992
(DOLLAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

(Unaudited)

	1993	1992
Interest income		
Interest and fees on loans	$ 676	$ 674
Interest on Federal funds sold	20	1
Interest on time deposits	-	18
Interest and dividends on investment securities		
United States Treasury securities	56	61
Securities of United States government agencies and corporations	34	47
Obligations of state and political subdivisions	5	8
Other securities	59	86
Total interest income	850	895
Interest expense		
Interest on deposits	355	401
Interest on Federal fund purchased and securities sold under repurchase agreements	-	1
Total interest expense	355	402
Net interest income	495	493
Provision for loan losses	(11)	(20)
Net interest income after provision for loan losses	484	473

Other operating income		
Service charges on deposit accounts	51	46
Other service charges, commissions and fees	26	23
Securities gains	-	16
Other income	16	19
Total other operating income	93	104
Other operating expenses		
Salaries	143	125
Pension and other employee benefits	35	28
Net expenses of premises and fixed assets	34	33
Other	111	109
Total other operating expenses	323	296
Income before income taxes	254	282
Income taxes	92	107
Net income	$ 162	$ 175
Primary earnings per share	$ 2. 91	$ 3.21

</TABLE>

The accompanying notes are an integral part of these unaudited financial statements.

CLIN-ARK BANKSHARES, INC.

STATEMENT OF INCOME

FOR THE NINE MONTH PERIODS ENDED SEPTEMBER 30, 1993 AND 1992
(DOLLAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

(Unaudited)

<TABLE>
<CAPTION>

<S>	1993 <C>	1992 <C>
Interest income		
Interest and fees on loans	$1,994	$1,992
Interest on Federal funds sold	50	27
Interest on time deposits	2	99
Interest and dividends on investment securities		
United States Treasury securities	156	191
Securities of United States government agencies and corporations	105	177
Obligations of state and political subdivisions	17	25
Other securities	210	225
Total interest income	2,534	2,736
Interest expense		
Interest on deposits	1,045	1,292
Interest on Federal fund purchased and securities sold under repurchase agreements	-	2
Total interest expense	1,045	1,294
Net interest income	1,489	1,442
Provision for loan losses	(50)	(78)
Net interest income after provision for loan losses	1,439	1,364

Other operating income		
Service charges on deposit accounts	144	127
Other service charges, commissions and fees	73	70
Securities gains	4	65
Other income	61	83
Total other operating income	282	345
Other operating expenses		
Salaries	415	356
Pension and other employee benefits	102	80
Net expenses of premises and fixed assets	97	100
Other	353	308
Total other operating expenses	967	844
Income before income taxes and cumulative effect of accounting change	754	865
Income taxes	295	369
Income before cumulative effect of accounting change	459	496
Cumulative effect of accounting change (note 1)	87	-
Net income	$ 546	$ 496
Primary earnings per share:		
Income before cumulative effect of accounting change	$ 8.28	$ 9.12
	$ 9.85	$ 9.12
Net income		

</TABLE>

The accompanying notes are an integral part of these unaudited financial statements.

CLIN-ARK BANKSHARES, INC.

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE NINE MONTH PERIOD ENDED
SEPTEMBER 30, 1993
(DOLLAR AMOUNTS IN THOUSANDS)

(Unaudited)

<TABLE>
<CAPTION>

<S>	Common Stock <C>	Additional Paid-In Capital <C>	Retained Earnings <C>	Treasury Stock <C>	Total <C>
Balance - January 1, 1992	$52	$1,260	$2,194	$(26)	$3,480
Issuance of common stock	3	72	-	-	75
Dividends paid	-	-	(78)	-	(78)
Net income	-	-	546	-	546
Balance - September 30, 1993	$55	$1,332	$2,662	$(26)	$4,023

</TABLE>

The accompanying notes are an integral part of these unaudited financial statements.

CLIN-ARK BANKSHARES, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE NINE MONTH PERIODS ENDED
SEPTEMBER 30, 1993 AND 1992
(DOLLAR AMOUNTS IN THOUSANDS)

(Unaudited)

<TABLE>
<CAPTION>

<S>	1993 <C>	1992 <C>
Cash lows from operating activities		
Net income	$ 546	$ 496
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Provision for loan losses and losses on other real estate	50	78
Depreciation and amortization	62	83
Accretion of bond discounts	73	114
Gain on sale of investment securities	(4)	(65)
Change in deferred tax benefit	(87)	18
Loss on sale of equipment	-	(1)
Increase in other assets	16	(85)
Increase in accrued expenses and liabilities	(50)	792
Net cash provided (used) by operating activities	606	1,430
Cash flows from investing activities		
Proceeds from sale of investment securities	256	4,076
Proceeds from maturities of investment securities	2,813	3,896
Purchase of investment securities	(4,056)	(11,210)
Net increase in loans	(1,975)	(4,794)
Net decrease in time deposits	891	3,261
Proceeds from sales of premises and equipment	-	11
Purchases of premises and equipment	(225)	(113)
Decrease (increase) in Federal funds sold	610	805
Net cash provided (used) by investing activities	(1,686)	(4,068)
Cash flows from financing activities		
Increase in deposits	914	2,573
Proceeds from issuance of common stock	75	-
Payment of dividends	(78)	-
Net cash provided (used) by financing activities	911	2,573
Net increase in cash and cash equivalents	(169)	(65)
Cash and cash equivalents - beginning of period	1,856	1,382
Cash and cash equivalents - end of period	$1,687	$ 1,317
Supplemental disclosures		
Cash paid during the year for:		
Interest	$1,027	$ 1,388
Income taxes	$ 382	$ 283

</TABLE>

The accompanying notes are an integral part of these unaudited financial statements.

CLIN-ARK BANKSHARES, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 1993 AND 1992

1. Basis of Presentation

The unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles. In the opinion of management, the accompanying unaudited financial statements reflect all adjustments (which include only normal recurring adjustments) necessary to summarize fairly the financial position of Clin-Ark Bankshares, Inc. ("the Corporation") as of September 30, 1993 and the results of its operations and changes in its cash flows for the nine months ended September 30, 1993 and September 30, 1992. The accounting policies followed by the Corporation for interim financial reporting are consistent with the accounting policies followed for annual financial reporting, except as noted below. These financial statements should be read in conjunction with the corporation's 1992 annual financial statements and related notes included therein.

Certain information and footnote disclosure normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted in accordance with the rules of the Securities and Exchange Commission.

Effective March 31, 1993, the Corporation adopted Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes ("FASB 109") which supercedes Statement of Financial Accounting Standards No. 96, "Accounting for Income Taxes" (FASB 96) which is currently used by the Corporation. Adoption of FASB 109 resulted in the Corporation recording previously unrecognized tax benefits totaling approximately $87,000. The previously unrecognized tax benefit of $87,000 was attributable to cumulative differences which existed between reported book and tax income. The realization of this benefit is dependent on the Corporation having future taxable income. The disclosures required by FASB 109 are substantially similar to those previously disclosed under FASB 96.

2. Dividends

During the nine month period ended September 30, 1993, dividends of $.72 per share per quarter were declared and paid for the second and third quarters of 1993.

3. Pending Merger

In April, 1993, the Board of Directors of the Corporation approved an agreement to merge with another bank holding company whereby the two parties intend to effectuate the merger of the Corporation with and into the other bank holding company. The merger, which is to be accounted for as a pooling of interests, is dependent upon the approval of the stockholders of the Corporation and various regulatory agencies.

1

EXHIBIT 99 (F)

Liberty Bancshares, Inc. and Subsidiary
Consolidated Financial Statements Dated December 31, 1992

2

LIBERTY BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1992 AND 1991
(WITH INDEPENDENT AUDITORS' REPORT THEREON)

3

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Liberty Bancshares, Inc.:

We have audited the accompanying consolidated balance sheets of Liberty Bancshares, Inc. and subsidiary as of December 31, 1992 and 1991, and the related consolidated statements of earnings, stockholders' equity, and cash flows for each of the years in the three year period ended December 31, 1992. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Liberty Bancshares, Inc. and subsidiary as of December 31, 1992 and 1991, and the results of their operations and their cash flows for each of the years in the three year period ended December 31, 1992, in conformity with generally accepted accounting principles.

KPMG Peat Marwick

January 25, 1993
Nashville, Tennessee

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LIBERTY BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 1992 AND 1991

<TABLE>
<CAPTION>

ASSETS	1992	1991
<S>	<C>	<C>
Cash	$ 3,577,752	$ 3,121,521
Interest-bearing deposits in other banks	1,664,385	960,615
Federal funds sold	12,925,000	10,125,000
Total cash and cash equivalents	18,167,137	14,207,136
Securities (notes 2 and 9):		
Investment securities (estimated market value of $15,051,938 and $20,784,637 at December 31, 1992 and 1991, respectively)	14,948,790	19,720,814
Mortgage-backed securities held for investment (estimated market value of $5,944,484 and $11,541,250 at December 31, 1992 and 1991, respectively)	5,709,230	11,080,529
Securities available for sale (estimated market value of		

$8,635,878 at December 31, 1992)	7,832,824	-
Loans receivable, net (notes 3, 4, and 5)	117,220,820	122,178,438
Loans available for sale (market value of $1,786,296 at December 31, 1992) 1,762,193	-	
Accrued interest receivable, net (notes 3 and 6)	1,157,795	1,289,834
Premises and equipment, net (note 8)	2,280,037	2,376,450
Real estate owned, net (note 7)	129,856	575,192
Investment in Federal Home Loan Bank stock, at cost	1,226,300	1,172,800
Other assets	124,607	116,993
Deferred income taxes	109,336	39,536
Total assets	$ 170,668,925	$ 172,757,722
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits (note 9)	$ 151,274,462	$ 155,213,248
Accrued interest payable	140,165	270,095
Advance payments by borrowers for taxes and insurance	494,945	485,414
Current income taxes (note 10)	54,597	45,146
Accrued expenses and other liabilities	431,886	241,602
Employee Stock Ownership Plan loan payable (note 15)	468,438	634,290
Total liabilities	152,864,493	156,889,795
Stockholders' equity (notes 10, 13, 14, and 15):		
Preferred stock of $1.00 par value, authorized 1,000,000 shares, none issued or outstanding	-	-
Common stock of $1.00 par value, authorized 4,000,000 shares, 634,215 issued and outstanding	634,215	634,215
Additional paid-in capital	5,073,091	5,076,846
Retained earnings - substantially restricted	12,565,564	10,791,156
Employee Stock Ownership Plan borrowings	(468,438)	(634,290)
Total stockholders' equity	17,804,432	15,867,927
Commitments and contingencies (notes 4, 12, and 15)		
Total liabilities and stockholders' equity	$ 170,668,925	$ 172,757,722

</TABLE>

See accompanying notes to consolidated financial statements.

LIBERTY BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF EARNINGS
DECEMBER 31, 1992, 1991, AND 1990

<TABLE>
<CAPTION>

<S>	1992 <C>	1991 <C>	1990 <C>
Interest income:			
First mortgage loans	$ 8,876,464	$ 9,825,012	$ 9,814,999
Consumer and other loans	2,514,825	2,528,857	2,656,974
Interest and dividends on investments	1,229,693	1,585,584	1,328,435
Mortgage-backed securities	921,799	1,124,560	1,091,926
Federal funds sold	377,384	558,286	1,196,444
Interest on deposits with banks	37,130	167,170	325,968
Total interest income	13,957,295	15,789,469	16,414,746
Interest expense on deposits (note 9)	7,393,615	10,492,313	11,698,105
Interest expense on long-term ESOP loan (note 15)	34,449	-	-
Total interest expense	7,428,064	10,492,313	11,698,105
Net interest income	6,529,231	5,297,156	4,716,641
Provision for loan losses (note 3)	(174,155)	(200,632)	(228,672)

Net interest income after provision for loan losses	6,355,076	5,096,524	4,487,969
Non-interest income (expense):			
Gain (loss) on sales of interest-earning assets, net (note 11)	297,621	5,354	(14,325)
Loan servicing fees	98,845	89,388	99,642
Other loan fees	324,001	282,417	219,501
Service charges	322,145	296,274	316,475
Gain (loss) on sale of real estate owned, net	(4,737)	15,417	7,297
Other operating income	111,003	109,011	123,758
Total non-interest income	1,148,878	797,861	752,348
General and administrative expenses:			
Compensation and benefits (note 12)	1,884,038	1,733,833	1,606,246
Occupancy and equipment	388,631	393,052	416,330
Federal deposit insurance premiums	342,798	343,236	321,751
Provision for losses on real estate owned (note 7)	87,074	10,655	-
Data processing service fees	257,377	262,730	232,284
Stationery and supplies	141,129	129,003	115,725
Other operating expenses	1,049,771	976,187	745,996
Total general and administrative expenses	4,150,818	3,848,696	3,438,332
Earnings before income taxes	3,353,136	2,045,689	1,801,985
Income tax expense (note 10)	1,198,199	732,260	740,974
Net earnings	$ 2,154,937	$ 1,313,429	$ 1,061,011
Earnings per share (note 14)	$ 3.40	$ .05	N/A

</TABLE>

See accompanying notes to consolidated financial statements.

LIBERTY BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
YEARS ENDED DECEMBER 31, 1992, 1991, AND 1990

<TABLE>
<CAPTION>

	COMMON STOCK		ADDITIONAL PAID-IN	RETAINED EARNINGS-SUBSTANTIALLY	GUARANTEE OF ESOP	TOTAL STOCK-HOLDERS'
	SHARES	AMOUNT	CAPITAL	RESTRICTED	BORROWINGS	EQUITY
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Balance at December 31, 1989	-	$ -	-	$ 8,416,716	-	$ 8,416,716
Net earnings for 1990	-	-	-	1,061,011	-	1,061,011
Balance at December 31, 1990	-	-	-	9,477,727	-	9,477,727
Proceeds from issuance of common stock, net of conversion expenses of $631,088 (note 14)	634,215	634,215	5,076,846	-	-	5,711,061
ESOP debt guaranteed						

(note 15)	-	-	-	-	(634,290)	(634,290)
Net earnings for 1991	-	-	-	1,313,429	-	1,313,429
Balance at December 31, 1991	634,215	634,215	5,076,846	10,791,156	(634,290)	15,867,927
Additional conversion expenses	-	-	(3,755)	-	-	(3,755)
Repayment of principal on ESOP borrowings	-	-	-	-	165,852	165,852
Payment of cash dividends of $.60 per share	-	-	-	(380,529)	-	(380,529)
Net earnings for 1992	-	-	-	2,154,937	-	2,154,937
Balance at December 31, 1992	634,215	$ 634,215	$ 5,073,091	$ 12,565,564	$ (468,438)	$ 17,804,432

</TABLE>

See accompanying notes to consolidated financial statements.

LIBERTY BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 1992, 1991, AND 1990

<TABLE>
<CAPTION>

	1992	1991	1990
<S>	<C>	<C>	<C>
Cash flows from operating activities:			
Net earnings	$ 2,154,937	$ 1,313,429	$ 1,061,011
Adjustments to reconcile net earnings to net cash and cash equivalents provided by operating activities:			
Amortization of deferred loan origination fees	(205,556)	(93,291)	(82,072)
Accretion of discounts on investments and mortgage-backed securities	(24,134)	(131,598)	(260,081)
Accretion of discounts on loans purchased	(123,082)	(119,639)	(160,704)
Amortization of premium paid on deposits	179,550	179,550	179,550
Provision for loan losses	174,155	200,632	228,672
Provision for losses on real estate owned	87,074	10,655	-
Net (gain) loss on sales of:			
First mortgage loans	(306,371)	(4,119)	(3,121)
Investment securities, net	8,750	(1,235)	17,446
Real estate owned, net	4,737	(15,417)	(7,297)
Premises and equipment, net	(3,887)	-	-
Depreciation and amortization of premises and equipment	197,120	192,967	254,299
Purchases of securities available for sale	(995,000)	-	-
Proceeds from sales of securities available for sale	986,250	-	-
Origination of mortgage loans available for sale	(25,489,078)	-	-
Proceeds from sale of loans available for sale	23,446,395	165,625	293,642
Decrease (increase) in accrued interest receivable	132,039	155,435	288,374
Stock dividends on Federal Home Loan Bank stock	(53,500)	(73,000)	(81,600)
Decrease (increase) in other assets	(7,614)	(6,336)	402,481
Decrease in accrued interest payable	(129,930)	(76,156)	(410,448)
(Decrease) increase in income taxes payable	9,451	(53,601)	79,626
Decrease in deferred income taxes	(69,800)	(157,333)	(13,000)
(Decrease) increase in accrued expenses and other liabilities	190,284	29,991	(46,823)
Total adjustments	(1,992,147)	203,130	678,944
Net cash and cash equivalents provided by operating activities	162,790	1,516,559	1,739,955
Cash flows from investing activities:			
Net decrease (increase) in loans	5,560,402	(8,615,030)	477,018

Principal payments on mortgage-backed securities	2,864,477	1,171,170	960,871
Purchases of mortgage-backed securities	-	(967,078)	(2,470,673)
Purchases of investment securities	(12,629,844)	(15,966,211)	(9,485,307)
Proceeds from maturities of investment securities	12,100,000	12,075,000	6,845,891
Proceeds from sale of investment securities	-	1,009,375	765,236
Proceeds from sales of real estate owned	492,085	277,094	68,216
Decrease in certificates of deposit	-	300,000	1,600,000
Proceeds from redemption of Federal Home Loan Bank stock	-	-	261,500
Purchases of premises and equipment	(105,820)	(71,708)	(438,635)
Proceeds from sale of premises and equipment	9,000	-	-
Net cash and cash equivalents provided (used) by investing activities	$ 8,290,300	$ (10,787,388)	$ (1,415,883)

</TABLE>

LIBERTY BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS, CONTINUED
YEARS ENDED DECEMBER 31, 1992, 1991, AND 1990

<TABLE>
<CAPTION>

<S>	1992 <C>	1991 <C>	1990 <C>
Cash flows from financing activities:			
Net proceeds received from the issuance of common stock	$ -	$ 5,711,061	$ -
Net increase (decrease) in deposits	(4,118,336)	1,068,738	387,344
Payment of additional conversion expenses	(3,755)	-	-
Cash paid for dividends	(380,529)	-	-
Net (decrease) increase in advances from borrowers for taxes and insurance	9,531	41,729	(29,933)
Net cash and cash equivalents (used) provided by financing activities	(4,493,089)	6,821,528	357,411
Net increase (decrease) in cash and cash equivalents	3,960,001	(2,449,301)	681,483
Cash and cash equivalents at beginning of year	14,207,136	16,656,437	15,974,954
Cash and cash equivalents at end of year	$ 18,167,137	$ 14,207,136	$ 16,656,437
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash paid during the year for:			
Interest	$ 2,664,878	$ 3,863,112	$ 4,596,686
Income taxes	1,259,475	943,145	694,842
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES:			
Foreclosures and in-substance foreclosures of loans during the year	$ 138,560	$ 581,216	$ 3,105,090
Origination of loan to facilitate sale of in-substance foreclosed loan	-	2,685,391	-
Interest credited to deposits	4,679,117	6,394,000	7,129,000
Guarantee (reduction) of ESOP borrowings	(165,852)	634,290	-
Investment securities transferred to securities available for sale	7,832,824	-	-

</TABLE>

See accompanying notes to consolidated financial statements.

LIBERTY BANCSHARES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1992 AND 1991

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Liberty Bancshares, Inc. was organized in July 1991, for the purpose of becoming a holding company for Liberty Federal Savings Bank (the "Bank") as part of the Bank's conversion from a mutual to a stock institution. The Bank is a federally chartered stock savings bank. The following is a description of the more significant accounting policies that Liberty Bancshares, Inc. and subsidiary (the "Company") follow in presenting their consolidated financial statements.

(A) PRINCIPLES OF CONSOLIDATION

The accompanying consolidated financial statements for 1992 and 1991 include the accounts of Liberty Bancshares, Inc. and Liberty Federal Savings Bank, its wholly-owned subsidiary. The accounts of the Bank include Northwest Tennessee Service Corporation, the Bank's wholly-owned subsidiary. The consolidated financial statements for periods prior to 1991 include only the accounts of the Bank and its subsidiary, as the holding company was not formed until 1991. All significant intercompany transactions and balances are eliminated in consolidation.

(B) CASH AND CASH EQUIVALENTS

For purposes of reporting cash flows, cash and cash equivalents includes cash, interest-bearing deposits in other banks, and federal funds sold. Generally federal funds are sold for one-day periods and certificates of deposit, included in interest-bearing deposits in other banks, have original maturities of three months or less at date of purchase.

The Company clears items to and from other banks with the Federal Reserve Bank and therefore the Federal Reserve requires the Company to maintain an average balance of $100,000 in an account at the Federal Reserve Bank at December 31, 1992 and 1991.

(C) SECURITIES

Securities are classified as investment securities or securities available for sale and primarily consist of U.S. Treasury securities, obligations of U.S. Government agencies and mortgage-backed securities. Mortgage-backed securities are comprised substantially of participating interests in pools of long-term first mortgage loans originated and serviced by the issuers of the securities.

Management determines the appropriate classification of securities at the time of purchase and periodically reviews the classification of securities within its portfolio to ensure the appropriate classification. If management has the intent and the Company has the ability at the time of purchase to hold securities until maturity or on a long-term basis, they are classified as investments and carried at amortized historical cost. Mortgage-backed securities held for investment are carried at unpaid principal balances, adjusted for unamortized premiums and unearned discounts. Securities to be held for

indefinite periods of time and not intended to be held to maturity or on a long-term basis are classified as available for sale and carried at the lower of aggregate cost or market. Securities held for indefinite periods of time include securities that management intends to use as part of its asset/liability management strategy and that may be sold in response to changes in interest rates, resultant prepayment risk and other factors related to interest rate and resultant prepayment risk changes.

Premiums and discounts are amortized using the interest method over the remaining period to contractual maturity, adjusted for anticipated prepayments. Gains and losses on the sale of securities available for sale are determined using the specific identification method and are included in other operating income, including adjustments to lower of aggregate cost or market.

(D) LOANS RECEIVABLE

Loans receivable are recorded at the unpaid principal balance owed by borrowers less deferrals, unearned interest, the allowance for loan losses and purchase discounts. Discounts and premiums on first mortgage loans are accreted to interest income using the interest method over the remaining period to contractual maturity, adjusted for anticipated prepayments. Unearned income on consumer loans is recognized over the lives of the loans using methods that approximate the interest method.

The allowance for loan losses is based upon analyses of the loans receivable portfolio and is maintained at a level considered adequate by management to provide for probable loan losses. The analyses include management's consideration of such factors as economic conditions, loan portfolio characteristics, prior loan loss experiences, and results of reviews of the portfolio. The allowance is increased by provisions charged against income and reduced by net charge-offs. While management believes it has established the allowance for loan losses in accordance with generally accepted accounting principles and has taken into account the views of its regulators and the current economic environment, there can be no assurance that in the future the Company's regulators or its economic environment will not require further increases in the allowance.

The Company establishes an allowance for uncollectible interest income for any loan on which collection is considered doubtful. For mortgage loans greater than 90 days past due, the Company establishes an allowance for uncollectible interest for any loan in which the total of the principal balance outstanding, and any accrued interest related thereto, is greater than 90% of the appraised value of the underlying collateral. The recorded investment is then monitored and additional allowances established as warranted. Mortgage loans on multi-family and industrial properties are generally placed on nonaccrual status when the Company becomes aware that the borrower has entered bankruptcy proceedings or when they are past due 90 days as to either principal or interest or when payment in full of principal or interest is not expected. The allowance is established by a charge to interest income equal to all interest previously accrued. For all other loans, the Company generally accrues interest on loans past due more than 90 days without establishing an allowance for uncollectible interest when management concludes such action is warranted, such as in the event the loan is exceptionally well collateralized or the borrower establishes the temporary nature of the delinquency.

(E) LOANS AVAILABLE FOR SALE

Mortgage loans originated and available for sale are carried at the lower of aggregate cost or estimated market value. Market value is based on investor commitments, or in the absence of such commitments, on current investor yield requirements. Net unrealized losses are recognized in a valuation allowance by charges to earnings.

As part of this activity, the Company originates and sells loans with servicing retained. Mortgage loans serviced for others are not included in the accompanying consolidated balance sheets and the amount of loans serviced for others is outlined in note 3. The Company receives normal servicing fees and servicing costs are charged to expense as incurred.

(F) LOAN ORIGINATION AND COMMITMENT FEES AND RELATED COSTS

Loan fees and certain direct loan origination costs are deferred, and the net fee or cost is recognized in income using the interest method over the contractual lives of the loans, adjusted for estimated prepayments based on the Company's historical prepayment experience. Commitment fees and costs relating to commitments whose likelihood of exercise is remote are recognized over the commitment period on a straight-line basis. If the commitment is subsequently exercised during the commitment period, the remaining unamortized commitment fee at the time of exercise is recognized over the life of the loan as an adjustment of yield.

(G) REAL ESTATE OWNED

Real estate properties acquired through loan foreclosure and loans in substance foreclosed are initially recorded at the lower of the related loan balance, less any specific allowance for loss, or estimated fair value at the date of foreclosure. Costs relating to development and improvement of property are capitalized, whereas costs relating to holding property are expensed. In substance foreclosed properties are those properties where the borrower retains title but has little or no remaining equity in the property considering its fair value; where repayment can only be expected to come from the operation or sale of the property; and where the borrower has effectively abandoned control of the property or it is doubtful that the borrower will be able to rebuild equity in the property. Property acquired by deed in lieu of foreclosure results when a borrower voluntarily transfers title to the Company in full settlement of the related debt in an attempt to avoid foreclosure. Real estate acquired in settlement of loans is carried at the lower of cost or fair value.

Valuations are periodically performed by management and an allowance for losses is established by a charge to operations if the carrying value of a property exceeds its estimated fair value.

(H) INCOME TAXES

Deferred income taxes are recognized for income and expense items that are reported in different years for financial reporting purposes and income tax purposes using the tax rate applicable to the year of the calculation.

In February 1992, the Financial Accounting Standards Board (FASB) issued SFAS No. 109, Accounting for

Income Taxes. SFAS No. 109 requires a change from the deferred method to the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred income taxes are recognized for the tax consequences of "temporary differences" by applying enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts and the tax basis of existing assets and liabilities. Under SFAS No. 109, the effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. The Company will adopt SFAS No. 109 in the first quarter of 1993. Upon adoption, the principles of this statement may be applied retroactively through restatement of previously issued statements, or on a prospective basis through a cumulative effect of change in accounting principle. It is estimated that adoption of SFAS No. 109 will result in an incremental increase in the net deferred tax asset of approximately $100,000 to $150,000, subject to any valuation allowance, the precise amount of which has not been determined. It is expected that this amount will be reported separately as the cumulative effect of a change in accounting principle in the consolidated statement of earnings for the year ending December 31, 1993.

(I) PREMISES AND EQUIPMENT

Premises and equipment are carried at cost, less accumulated depreciation and amortization. These assets are depreciated using the straight-line method over the estimated useful lives of the assets for assets acquired prior to January 1, 1981. Premises and equipment acquired on or after January 1, 1981 are depreciated using accelerated methods under the guidelines of the Internal Revenue Service. The difference between depreciation calculated using the accelerated method and that under generally accepted accounting principles is insignificant.

(J) PREMIUM ON DEPOSITS

Premium on deposits relates to the premium paid on an acquisition of a branch from another financial institution. This premium is being amortized to expense over eight years, the estimated life of the deposits acquired.

(K) ESTIMATED FAIR VALUES

Effective for 1992 SFAS No. 107, Disclosures about Fair Value of Financial Instruments, requires the Company to disclose the estimated fair value of its financial instruments. Estimates of the fair value of financial instruments are presented within the notes to the consolidated financial statements. Fair value estimates are made at a point in time, based on relevant market information and information about the financial instrument. Accordingly, such estimates involve uncertainties and matters of judgment and therefore cannot be determined with precision. The more significant assumptions used in preparing the Company's fair value estimates are set forth below.

For cash and due from banks and Federal funds sold, fair value is estimated to approximate the carrying amount because they mature within 90 days or less and do not present unanticipated credit concerns. For securities, fair values are based on quoted market prices or dealer quotes, if available; if a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

For most loans, fair value is estimated by discounting estimated future cash flows using the current rates at which similar loans would be made to borrowers with similar credit risk and for similar remaining maturities. For certain homogeneous categories of loans, such as residential mortgages, fair value is estimated using quoted market prices for securities backed by similar loans, adjusted for differences in loan characteristics.

Under SFAS No. 107, the fair value of deposits with no stated maturity, such as demand deposits, NOW accounts, money market accounts, and regular savings accounts, is equal to the amount payable on demand at the reporting date. The fair value of certificates of deposit and other fixed maturity time deposits is estimated using the rates currently offered for deposits of similar remaining maturities.

(2) SECURITIES

The amortized cost and estimated market value of investment and mortgage-backed securities held for investment are as follows:

<TABLE>
<CAPTION>

	DECEMBER 31, 1992			
	AMORTIZED COST	GROSS UNREALIZED GAIN	GROSS UNREALIZED LOSS	ESTIMATED MARKET VALUE
<S>	<C>	<C>	<C>	<C>
Investment securities:				
U.S. Treasury securities and obligations of U.S. Government agencies	$ 14,948,790	$ 123,773	$ (20,625)	$ 15,051,938
Mortgage-backed securities:				
FHLMC participation certificates	$ 5,709,230	$ 235,254	$ -	$ 5,944,484

(CONTINUED)

</TABLE>

<TABLE>
<CAPTION>

	DECEMBER 31, 1991			
	AMORTIZED COST	GROSS UNREALIZED GAIN	GROSS UNREALIZED LOSS	ESTIMATED MARKET VALUE
<S>	<C>	<C>	<C>	<C>
U.S. Treasury securities and obligations of U.S. Government agencies	$ 19,656,941	$ 380,246	$ -	$ 20,037,187
FHLMC common stock	63,873	683,577	-	747,450
Total investment securities	$ 19,720,814	$ 1,063,823	$ -	$ 20,784,637
Mortgage-backed securities:				
FHLMC participation certificates	$ 11,080,529	$ 460,721	$ -	$ 11,541,250

</TABLE>

The carrying value and estimated market value of securities available for sale are as follows:

<TABLE>
<CAPTION>

	DECEMBER 31, 1992			
	CARRYING VALUE	GROSS UNREALIZED GAIN	GROSS UNREALIZED LOSS	ESTIMATED MARKET VALUE
<S>	<C>	<C>	<C>	<C>
U.S. Treasury securities and obligations of U.S. Government agencies	$ 5,199,595	$ 1,655	$ (21,250)	$ 5,180,000
Mortgage-backed securities:				
FHLMC participation certificates	2,569,356	97,622	-	2,666,978
Total debt securities available for sale	7,768,951	99,277	(21,250)	7,846,978
Marketable equity securities available for sale:				
FHLMC common stock	63,873	725,027	-	788,900
Total securities available for sale	$ 7,832,824	$ 824,304	$ (21,250)	$ 8,635,878

(CONTINUED)

</TABLE>

The amortized cost and estimated market value of investment securities at December 31, 1992, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

<TABLE>
<CAPTION>

	AMORTIZED COST	ESTIMATED MARKET VALUE
<S>	<C>	<C>
U.S. Treasury securities and obligations of U.S. Government agencies:		
Maturing within one year	$ 11,205,887	$ 11,293,657
Maturing within one to five years	3,742,903	3,758,281
	14,948,790	15,051,938
Mortgage-backed securities	5,709,230	5,545,244
Totals	$ 20,658,020	$ 20,597,182

</TABLE>

The carrying value and estimated market value of debt securities available for sale at December 31, 1992, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

<TABLE>
<CAPTION>

	CARRYING VALUE	ESTIMATED MARKET VALUE
<S>	<C>	<C>
U.S. Treasury securities and obligations of U.S. Government agencies:		

Maturing within one to five years	$ 3,999,595	$ 3,980,000
Maturing within ten to fifteen years	1,200,000	1,200,000
	5,199,595	5,180,000
Mortgage-backed securities	2,569,356	2,631,606
Totals	$ 7,768,951	$ 7,811,606

Proceeds from sales of investments in debt securities during 1992, 1991, and 1990 were $986,250, $1,009,375, and $765,236, respectively. Gross losses of $8,750 were realized on sales during 1992, gross gains of $1,235 were realized on sales during 1991, and gross losses of $17,446 were realized on sales during 1990.

The weighted average interest yield for all mortgage-backed securities was approximately 9.73% at December 31, 1992 and 10.51% at December 31, 1991.

(CONTINUED)

</TABLE>

(3) LOANS RECEIVABLE

Loans receivable at December 31, 1992 and 1991, are summarized as follows:

<TABLE>
<CAPTION>

<S>	<C> 1992	<C> 1991
First mortgage loans (principally conventional):		
Secured by one-to-four family residences	$ 75,455,171	$ 87,444,159
Secured by other properties	10,807,112	8,558,666
Construction loans	2,043,750	474,000
Partially guaranteed by VA or insured by FHA	5,841,706	4,914,402
Participation investment in loans purchased	1,566,032	1,683,632
	95,713,771	103,074,859
Less:		
Undisbursed portion of construction loans	(1,709,912)	(301,500)
Loans in process	(264,368)	(319,816)
Unearned discounts	(531,860)	(662,246)
Unamortized premiums	87,044	95,276
Net deferred loan origination fees	(633,359)	(653,904)
Total first mortgage loans	92,661,316	101,232,669
Consumer and other loans:		
Lines of credit secured by real estate	3,767,196	2,973,882
Floor plan	716,307	949,194
Consumer	16,773,626	12,909,730
Commercial	3,240,199	3,377,900
Share	2,517,757	2,699,728
	27,015,085	22,910,434
Less:		
Unearned income	(1,345,415)	(1,006,352)
Total consumer and other loans	25,669,670	21,904,082
Less allowance for loan losses	(1,110,166)	(958,313)
	$ 117,220,820	$ 122,178,438
Weighted average contractual yield	8.66%	9.77%

The estimated fair value of total loans outstanding at December 31, 1992

was $120,797,000.
The estimated fair value of loans includes credit risk considerations.

(CONTINUED)

</TABLE>

Activity in the allowance for loan losses for the years ended December 31, 1992, 1991, and 1990, is summarized as follows:

	1992	1991	1990
Balance at beginning of year	$ 958,313	$ 875,569	$ 698,518
Provision charged to income	174,155	200,632	228,672
Charge-offs, net of recoveries	(22,302)	(117,888)	(51,621)
Balance at end of year	$ 1,110,166	$ 958,313	$ 875,569

It is the Bank's policy to net recoveries against charge-offs. Recoveries amounted to $9,476, $27,794, and $9,007 for the years ended December 31, 1992, 1991, and 1990, respectively.

The following is a summary of the principal balances of loans on nonaccrual status, and loans past due ninety days or more at December 31, 1992 and 1991:

	1992	1991
Loans on nonaccrual status	$ 461,937	$ 439,861
Loans contractually past due 90 days or more:		
Mortgage loans:		
Residential	376,134	682,343
Commercial	-	-
Consumer	100,381	174,292
Commercial	132,130	30,900
Total loans on nonaccrual and past due	$ 1,070,582	$ 1,327,396

The Bank has established an allowance for uncollectible interest for loans on nonaccrual status, which is netted with accrued interest receivable, in the amount of $26,612 and $12,793 at December 31, 1992 and 1991, respectively.

During the years ended December 31, 1992 and 1991, gross interest income of approximately $43,000 and $45,000, respectively, would have been recorded on loans accounted for on a nonaccrual basis if the loans had been current throughout the period. Interest received in cash on nonaccrual loans and included in income during the years ended December 31, 1992 and 1991, amounted to approximately $18,000 and $36,000, respectively.

The amount of loans serviced for the benefit of others is as follows:

December 31, 1992	$ 34,275,134
December 31, 1991	17,423,129

December 31, 1990	20,264,412
	==============

(CONTINUED)

</TABLE>

LIBERTY BANCSHARES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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In the ordinary course of business, the Company makes loans to directors and executive officers and their related interests. Such loans were made on substantially the same terms, including interest and collateral, as those prevailing at the time for comparable transactions with other borrowers and did not involve more than the normal risk of collectibility or present other unfavorable features. Loans to directors and executive officers and their related interests are as follows:

Balance at December 31, 1991	$ 1,030,751
Advances	1,009,506
Repayments	(880,581)

Balance at December 31, 1992	$ 1,159,676
	==============

(4) FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit, standby letters of credit, and financial guarantees. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets. The contract or notional amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit and financial guarantees written is represented by the contractual notional amount of those instruments. The Company uses the same credit policies in making these commitments and conditional obligations as it does for on-balance sheet instruments.

Available home equity lines of credit were approximately $2,536,000 at December 31, 1992 and $1,822,000 at December 31, 1991, with the majority having terms of fifteen years. At December 31, 1992, outstanding letters of credit balances were $121,000. Commitments to originate or purchase loans were $2,483,916 and $1,170,801 at December 31, 1992 and 1991, respectively. The commitments to originate loans at December 31, 1992, were composed of variable rate loans of $868,993 and fixed rate loans of $1,614,923. The fixed rate loans had interest rates ranging from 7.00% to 8.50%. There were commitments to sell loans at December 31, 1992 of $1,334,243 and $53,500 at December 31, 1991.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained if deemed necessary by the Company upon extension of credit is based on management's credit evaluation of the borrower. Collateral held varies but may include property, plant, and equipment and income-producing commercial properties.

(CONTINUED)

(5) SIGNIFICANT CONCENTRATIONS OF CREDIT RISK

Substantially all of the Company's business activity is with customers located within the state of Tennessee. A majority of the loans are secured by residential or commercial real estate or other personal property. The loans are expected to be repaid from cash flow or proceeds from the sale of selected assets of the borrowers. The Company grants residential, consumer, and commercial loans to customers throughout the state of Tennessee.

(6) ACCRUED INTEREST RECEIVABLE

Accrued interest receivable at December 31, 1992 and 1991, is summarized as follows:

<TABLE>
<CAPTION>

<S>	1992 <C>	1991 <C>
Investment securities	$ 223,133	$ 312,637
Mortgage-backed securities	116,181	153,071
Loans receivable	818,481	824,126
	$ 1,157,795	$ 1,289,834

</TABLE>

(7) REAL ESTATE OWNED

The following is a summary of real estate owned at December 31, 1992 and 1991:

<TABLE>
<CAPTION>

<S>	1992 <C>	1991 <C>
Real estate acquired through foreclosure	$ 143,157	$ 596,451
Less allowance for possible losses	13,301	21,259
Real estate owned, net	$ 129,856	$ 575,192

</TABLE>

At December 31, 1990, the Company's participating interest in a restructured loan totaling $2,701,530 was in- substance foreclosed and was classified as real estate owned. Gross interest income, which would have been recorded under the original terms of the loan, was approximately $347,000 for the year ended December 31, 1990. Gross interest income, which would have been recorded under the restructured terms, was approximately $243,000 for the same period. Interest included in income during the year ended December 31, 1990, was approximately $182,000.

During March 1991, the lenders began foreclosure proceedings on the property securing the loan, but the borrowers filed Chapter 11 bankruptcy proceedings which stayed the foreclosure. On June 5, 1991, the borrowers sold the underlying collateral to an independent party. proceeds of the sale were used to repay the existing loan with no loss to the Company. The Company and the other participating lender made a new loan, which was at a lesser amount than the previous loan, to the new owners to finance the sale of the property. The proceeds from the sale of the property paid substantially all of the interest which would have been paid had the loan been performing throughout the years ended December 31, 1991 and 1990.

<TABLE>
<S> <C>

</TABLE>

Activity in the allowance for possible losses for real estate owned for the years ended December 31, 1992, 1991 and 1990 is as follows:

<TABLE>
<CAPTION>

<S>	1992 <C>	1991 <C>	1990 <C>
Balance at beginning of year	$ 21,259	$ 13,588	$ 79,854
Provision charged to income	87,074	10,655	-
Charge-offs, net of recoveries	(95,032)	(2,984)	(66,266)
Balance at end of year	$ 13,301	$ 21,259	$ 13,588

</TABLE>

(8) PREMISES AND EQUIPMENT

Premises and equipment, less accumulated depreciation and amortization at December 31, 1992 and 1991, are summarized as follows:

<TABLE>
<CAPTION>

<S>	1992 <C>	1991 <C>
Land	$ 134,004	$ 134,004
Buildings	2,863,955	2,853,481
Furniture, fixtures, and equipment	1,665,504	1,608,717
Purchased computer software	83,232	83,232
Automobiles	102,482	89,273
	4,849,177	4,768,707
Less accumulated depreciation and amortization	(2,569,140)	(2,392,257)
	$ 2,280,037	$ 2,376,450

</TABLE>

(9) DEPOSITS

Deposits at December 31, 1992 and 1991 are summarized as follows:

	1992 AMOUNT	1992 PERCENT	1991 AMOUNT	1991 PERCENT
Non-interest bearing demand deposits	$ 1,730,067	1.2%	$ 1,447,043	.9%
NOW accounts at 2.75% in 1992 and 4.25% in 1991	13,636,524	9.0	10,446,966	6.8
Money market at 3.00% in 1992 and 4.0% in 1991	9,654,773	6.4	9,035,045	5.8
Passbook savings at 3.00% in 1992 and 4.50% in 1991	11,682,592	7.7	10,163,242	6.5
	36,703,956	24.3	31,092,296	20.0
Certificates of deposit:				
3.01% to 3.50%	18,458,136	12.2	-	-
3.51% to 4.00%	38,651,102	25.5	2,188,939	1.4
4.01% to 4.50%	28,183,003	18.6	5,813,222	3.7
4.51% to 5.00%	3,324,318	2.2	12,614,517	8.1
5.01% to 5.50%	2,236,613	1.5	21,968,751	14.1
5.51% to 6.00%	4,268,840	2.8	19,372,893	12.5
6.01% to 6.50%	4,444,031	2.9	24,810,177	16.0
6.51% to 7.00%	4,227,147	2.8	9,972,438	6.4
7.01% to 7.50%	1,515,669	1.0	5,863,495	3.8
7.51% to 8.00%	1,902,042	1.3	8,950,801	5.8
8.01% to 8.50%	3,369,309	2.2	5,999,978	3.9
8.51% to 9.00%	1,778,331	1.2	3,303,036	2.1
9.01% to 9.50%	2,256,831	1.5	3,487,121	2.2
	114,615,372	75.7	124,345,368	80.0
	151,319,328	100.0%	155,437,664	100.0%
Less premium paid on deposits of McKenzie Branch	44,866		224,416	
	$ 151,274,462		$ 155,213,248	
Weighted average cost of deposits	4.13%		6.75%	

The aggregate amount of jumbo certificates of deposit with a minimum denomination of $100,000 were $8,670,230 and $9,543,839 at December 31, 1992 and 1991, respectively.

The Bank's estimated fair value of total deposits was $152,416,000 at December 31, 1992, which exceeds the carrying amount of total deposits of $151,274,462 by $1,141,538.

</TABLE>

LIBERTY BANCSHARES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1992 AND 1991

Scheduled maturities of certificates of deposit at December 31, 1992 and 1991, are as follows:

<TABLE>
<CAPTION>

<S>	1992 <C>	1991 <C>
Under 6 months	$ 61,939,702	$ 71,493,670
6 months to 12 months	26,353,465	31,788,302
12 months to 24 months	15,674,599	10,691,399
24 months to 36 months	3,698,056	8,968,922
Over 36 months	6,949,550	1,403,075
	$ 114,615,372	$ 124,345,368

</TABLE>

Interest expense on deposits for the years ended December 31, 1992, 1991, and 1990, is summarized as follows:

<TABLE>
<CAPTION>

<S>	1992 <C>	1991 <C>	1990 <C>
Money market	$ 336,481	$ 428,571	$ 488,246
Passbook savings	367,358	474,651	448,819
NOW	327,040	374,256	375,807
Certificates of deposit	6,183,186	9,035,285	10,205,683
Amortization of premium paid on deposits	179,550	179,550	179,550
	$ 7,393,615	$ 10,492,313	$ 11,698,105

</TABLE>

Certain investment securities with a carrying value of approximately $2,368,000 and $2,907,000 at December 31, 1992 and 1991, respectively, were pledged to secure certain deposit accounts.

(10) INCOME TAXES

Income tax expense for the years ended December 31, 1992, 1991, and 1990, is summarized as follows:

<TABLE>
<CAPTION>

<S>	1992 <C>	1991 <C>	1990 <C>
Federal:			
Current	$ 1,118,969	$ 784,381	$ 651,934
Deferred	(64,200)	(139,776)	(13,000)
	1,054,769	644,605	638,934
State:			
Current	149,030	105,212	102,040
Deferred	(5,600)	(17,557)	-
	143,430	87,655	102,040
Total	$ 1,198,199	$ 732,260	$ 740,974

(CONTINUED)

</TABLE>

LIBERTY BANCSHARES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1992 AND 1991

Deferred income taxes result from timing differences in the recognition of income and expense for tax and financial statement purposes. The sources of these timing differences and their tax effects are as follows:

<TABLE>
<CAPTION>

<S>	1992 <C>	1991 <C>	1990 <C>
Loan fees reported in different periods for tax and financial statement purposes	$ (4,142)	$ (137,441)	$ (8,310)
Federal Home Loan Bank stock dividends	20,330	27,740	(407)
Mortgage-backed securities discount amortization	(97,660)	(42,496)	(3,807)
Other	11,672	(5,136)	(476)
Deferred income tax benefit	$ (69,800)	$ (157,333)	$ (13,000)

</TABLE>

The actual income tax expense amounts differ from the "expected" tax expense for the years ended December 31, 1992, 1991, and 1990, as follows:

<TABLE>
<CAPTION>

	1992		1991		1990	
<S>	AMOUNT <C>	% OF PRETAX INCOME <C>	AMOUNT <C>	% OF PRETAX INCOME <C>	AMOUNT <C>	% OF PRETAX INCOME <C>
Computed "expected" income tax expense	$ 1,140,066	34.0%	$ 695,534	34.0%	$ 612,675	34.0%
Increases (reductions) in taxes resulting from:						
Bad debt deduction	(754)	-	10,945	.5	96,102	5.3
State income tax, net of Federal income tax effect	94,664	2.8	57,852	2.8	67,346	3.7
Accretion of purchase method adjustments	(32,842)	(1.0)	(27,301)	(1.3)	(35,380)	(2.0)
Other	(2,935)	(.1)	(4,770)	(0.2)	231	0.1
Total income tax expense	$ 1,198,199	35.7%	$ 732,260	35.8%	$ 740,974	41.1%

The Company is allowed a special bad debt deduction limited generally to 8% of otherwise taxable income and subject to certain limitations based on aggregate loans and savings accounts balances at the end of the year. If the amounts that qualify as deductions for Federal income tax purposes are later used for purposes other than for bad debt losses, they will be subject to Federal income tax at the then current corporate rate. Retained earnings at December 31, 1992 and 1991, includes approximately $2,700,000, for which Federal income tax has not been provided.

(CONTINUED)

</TABLE>

LIBERTY BANCSHARES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1992 AND 1991

(11) GAIN (LOSS) ON SALES OF INTEREST-EARNING ASSETS

Gains and losses on sales of interest-earning assets for the years ended December 31, 1992, 1991, and 1990, are summarized as follows:

<TABLE>
<CAPTION>

<S>	1992 <C>	1991 <C>	1990 <C>
Realized gain (loss) on sales of:			
Securities held for sale	$ (8,750)	$ 1,235	$ (17,446)
First mortgage loans, net	306,371	4,119	3,121
	$ 297,621	$ 5,354	$ (14,325)

</TABLE>

(12) PENSION PLAN

A trusteed noncontributory pension plan is in effect with the Financial Institutions Retirement Fund for substantially all Company employees who have been employed one year or more and have attained age 21. There was no pension expense related to this plan during the years ended December 31, 1992, 1991, and 1990. All contributions to the fund are commingled with other employers' contributions and all assets of the fund are invested on a pooled basis, without allocation to individual employers or employees. The latest available computation by an independent actuary indicates that the value of the assets in the pension fund exceeds the vested benefits.

(13) STOCKHOLDERS' EQUITY

On December 17, 1991, Liberty Federal Savings Bank converted from a mutual to a stock form of ownership and was acquired by Liberty Bancshares, Inc. At the time of the Bank's conversion, eligible deposit account holders in the Bank were granted priority in the event of future liquidation by the establishment of a liquidation account equal to retained earnings as of December 31, 1990. In the event of future liquidation, and only in such event, an eligible deposit account holder who continues to maintain his deposit account shall be entitled to receive a distribution from the liquidation account, in the proportionate amount of the then current adjusted balance from deposit accounts then held before any liquidations may be made with respect to capital stock.

The Bank may not declare or pay a cash dividend on or repurchase any of its stock if the effect would be to reduce retained earnings of the Bank below either the amount of the liquidation account or capital requirements of the OTS. Federal regulations adopted by the OTS impose certain limitations on the payment of dividends and other capital distributions, including stock repurchases, by the Bank. OTS regulations utilize a tiered approach which permits various levels of distributions based primarily upon an institution's capital level. Based upon current OTS regulations and its capital structure at December 31, 1992, the Bank may make, without prior OTS approval, capital distributions during a year in an amount which is the greater of (i) up to 100% of its net earnings to date during the year

<TABLE>
<S> <C>
22

(CONTINUED)
</TABLE>

LIBERTY BANCSHARES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1992 AND 1991

plus an amount equal to one-half of the amount by which its total capital-to-assets ratio exceeded its fully phased-in capital-to-assets ratio at the beginning of the year or, (ii) 75% of its net income over the most recent four quarter period. Capital distributions by the Bank are further subject to 30-day advance written notice to the OTS.

(14) CONVERSION TO STOCK AND EARNINGS PER SHARE

The sale of 634,215 shares of $1.00 par value common stock by the Company was consummated in 1991 pursuant to a plan of conversion of the Bank from a Federally-chartered mutual savings bank to a Federally-chartered stock savings bank previously approved by the members of the Bank. From the proceeds, $634,215 was allocated to common stock and $5,076,846, which is net of conversion costs of $631,088, was allocated to additional paid-in capital.

Earnings per share for the year ended December 31, 1991, was based upon the number of shares issued at conversion and the earnings for the period from the date of conversion, December 17, 1991, to December 31, 1991. Earnings per share for the year ended December 31, 1992, were based upon the weighted average number of shares outstanding during the period, 634,215, and the earnings for the year ended December 31, 1992.

The Company's charter authorizes 1,000,000 shares of preferred stock of the Company, of $1.00 par value. The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the par value. The consideration for the shares, other than cash, shall be determined by the Board of Directors in accordance with the provisions of the Tennessee Business Corporation Act. The preferred stock, and any series of preferred stock, may be redeemable or convertible. Prior to the issuance of any preferred stock, and any series of preferred stock, as established by the Board of Directors, the Company shall file the articles of amendment to the Company charter with the Tennessee Secretary of State establishing and designating the series and fixing and determining the relative rights and preferences thereof. The Company's charter expressly vests in the Board of Directors of the Company the authority to issue the preferred stock in one or more series and to determine, to the extent permitted by law prior to the issuance of the preferred stock (or any series of the preferred stock), the relative rights, limitations, and preferences of the preferred stock or any such series.

The purposes for which the Board of Directors of the Company might issue preferred stock include, among others, acquisitions and capital formation. In addition, the issuance of the shares of the preferred stock under certain circumstances could discourage, or make more difficult, an attempt to gain control of the Company.

The mere authorization of the preferred stock by itself does not have any effect upon the rights of present holders of the Company's common stock. Nevertheless, future issuances of preferred stock, which the Board of Directors of the Company could make without stockholder approval, in all likelihood would impact upon the rights of the holders of the Company's common stock. Holders of shares of preferred stock generally are entitled to receive specified dividends prior to payment of dividends on shares of common stock and may have voting rights that are separate from or in conjunction with holders of the

Company's common stock.

<TABLE>
<S> <C>
23

(CONTINUED)
</TABLE>

LIBERTY BANCSHARES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1992 AND 1991

(15) EMPLOYEE STOCK OPTION AND STOCK OWNERSHIP PLANS

In conjunction with the conversion, the Company established a stock option plan under which a total of 63,421 common shares were reserved for options. The plan establishes the exercise price of the options at least equal to the market value of the Company's common stock on the date of grant. At December 31, 1992 and 1991, a total of 50,740 shares were granted under the stock option plan. No options were exercised during the years ended December 31, 1992 and 1991.

Also, in conjunction with converting to a stock ownership form, the Company established an Employee Stock Ownership Plan (ESOP), under which the Company will make annual contributions to a trust for the benefit of eligible employees. To be eligible, an employee must be 21 years of age and have completed at least one year of service. The contributions may be in the form of cash, other property, or common shares. The plan is noncontributory and there is no past service liability. The amount of the annual contribution is at the discretion of the Board of Directors of the Company. Initially, the ESOP acquired 63,429 shares of common stock financed by $634,290 in borrowings by the ESOP. The Board of Directors intends to contribute to the Plan annually at least an amount equal to the required principal and interest payments related to the ESOP loan. The ESOP loan is payable in quarterly principal and interest installments beginning March 17, 1992, and maturing December 17, 2001. Interest accrues at the base rate charged by the lender. Dividends received on shares held by the ESOP are used to service a portion of the principal and interest payments on the borrowing. During 1992, dividends used for debt service totaled $19,029. The Company contributed $181,272 in 1992 for additional debt service. Benefit expense is recognized based on the shares allocated method. This method requires that the percentage of shares allocated for the period to total shares purchased be applied to the original principal balance to calculate the benefit expense which equaled $63,429 in 1992. No contribution was made in 1991 as the first loan payment was not due until March 17, 1992. The principal balance of the ESOP loan was $468,438 and $634,290 at December 31, 1992 and 1991, respectively. At December 31, 1992 and 1991, the note is secured by 63,429 of shares acquired by the Trust. On January 6, 1993, 6,343 shares were released by the lender.

Future minimum principal payments of the Employee Stock Ownership Plan loan are as follows:

1993	$ 63,429
1994	63,429
1995	63,429
1996	63,429
1997	63,429
Thereafter	151,293

	$ 468,438
	============

The estimated fair value of the ESOP loan approximates the carrying value due to the interest rate being variable at the lender's base rate which is the rate estimated to be currently offered for comparable new long-term debt.

(16) PARENT COMPANY ONLY FINANCIAL INFORMATION

Financial information of Liberty Bancshares Inc. (Parent Company Only) is as follows as of December 31, 1992 and 1991, and for the two years then ended:

BALANCE SHEET

<TABLE>
<CAPTION>

ASSETS	1992	1991
Cash in bank	$ 58,635	$ 57,164
Investment in subsidiary	7,456,599	5,687,417
Total assets	$ 7,515,234	$ 5,744,581
LIABILITIES AND STOCKHOLDERS' EQUITY		
Employee Stock Ownership Plan loan payable	$ 468,438	$ 634,290
Stockholders' equity:		
Common stock	634,215	634,215
Additional paid-in capital	5,073,091	5,076,846
Retained earnings	1,807,928	33,520
Employee Stock Ownership Plan borrowings	(468,438)	(634,290)
Total stockholders' equity	7,046,796	5,110,291
Total liabilities and stockholders' equity	$ 7,515,234	$ 5,744,581
STATEMENT OF EARNINGS		
Dividends from bank subsidiary	$ 382,000	-
Equity in undistributed earnings of subsidiary	1,772,937	33,520
Net earnings	$ 2,154,937	$ 33,520
STATEMENT OF CASH FLOWS		
Cash flows from operating activities:		
Net earnings	$ 2,154,937	$ 33,520
Adjustments to reconcile net earnings to net cash and cash equivalents provided by operating activities:		
Undistributed earnings of subsidiary	(1,772,937)	(33,520)
Net cash and cash equivalents provided by operating activities	382,000	-

</TABLE>

<TABLE>

Net cash used by investing in bank subsidiary	-	(5,653,897)
Cash flows from financing activities:		
Cash paid for dividends	(380,529)	-
Net cash provided by net proceeds received from the issuance of common stock	-	5,711,061

Net cash and cash equivalents (used) provided by financing activities	(380,529)	5,711,061
Net increase in cash and cash equivalents	1,471	57,164
Cash and cash equivalents at beginning of year	57,164	-
Cash and cash equivalents at end of year	$ 58,635	$ 57,164

</TABLE>

(CONTINUED)

EXHIBIT 99 (G)

Liberty Bancshares, Inc. and Subsidiary
Consolidated Financial Statements dated September 30, 1993

LIBERTY BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

<S>	September 30, 1993 (unaudited) <C>	December 31, 1992 <C>
ASSETS		
Cash	$ 3,670,895	3,577,752
Interest-bearing deposits in other banks	1,147,349	1,664,385
Federal funds sold	10,575,000	12,925,000
Total cash and cash equivalents	15,393,244	18,167,137
Securities:		
Investment securities (estimated market value of $17,076,391 and $15,051,938 at September 30, 1993, unaudited, and December 31, 1992, respectively)	17,076,070	14,948,790
Mortgage-backed securities (estimated market value of $4,038,894 and $5,944,484 at September 30, 1993, unaudited, and December 31, 1992, respectively)	4,096,215	5,709,230
Securities available for sale (estimated market value of $7,544,872 and $8,635,878 at September 30, 1993, unaudited, and December 31, 1992, respectively)	6,750,130	7,832,824
Loans held for sale (estimated market value of $ 3,722,454 and $1,786,296 at September 30, 1993, unaudited, and December 31, 1992, respectively)	3,660,500	1,762,193
Loans receivable, net (note 4)	121,393,107	117,220,820
Accrued interest receivable	1,108,355	1,157,795
Premises and equipment, net	2,269,194	2,280,037
Real estate owned, net	373,935	129,856
Federal Home Loan Bank stock, at cost	1,268,000	1,226,300
Deferred income taxes (note 5)	236,486	124,607
Other assets	182,204	109,336
Total assets	$ 173,807.440	170,668,925
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits	152,109,632	151,274,462
Accrued interest payable	179,187	140,165
Advance payments by borrowers for taxes and insurance	1,038,055	494,945
Income taxes (note 5)	44,232	54,597
Accrued expenses and other liabilities	519,953	431,886
Employee Stock Ownership Plan loan payable	384,712	468,438
Total liabilities	154,275,771	152,864,493
Stockholders' equity:		
Preferred stock of $1.00 par value, authorized 1,000,000 shares, none issued or outstanding	-	-
Common stock, $1.00 par value, authorized 4,000,000 shares, 634,215 issued and outstanding	634,215	634,215
Additional paid-in capital	5,073,091	5,073,091
Employee Stock Ownership Plan borrowings	(384,712)	(468,438)
Retained earnings - substantially restricted	14,209,075	12,565,564
Total stockholders' equity	19,531,669	17,804,432
Total liabilities and stockholders' equity	$ 173,807,440	170,668,925

</TABLE>
See accompanying notes to consolidated financial statements.

LIBERTY BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF EARNINGS

<TABLE>
<CAPTION>

	Three Months Ended September 30, 1993 (unaudited)	Three Months Ended September 30, 1992 (unaudited)	Nine Months Ended September 30, 1993 (unaudited)	Nine Months Ended September 30, 1992 (unaudited)
<S>	<C>	<C>	<C>	<C>
Interest income:				
First mortgage loans	$ 1,881,674	2,197,390	5,810,726	6,815,686
Consumer and other loans	675,750	629,530	2,002,576	1,872,039
Interest and dividends on investments	152,552	275,380	550,836	947,160
Interest and dividends on securities available for sale	93,983	-	317,017	-
Interest on deposits with banks	145,476	102,153	381,347	307,319
Mortgage-backed securities	85,082	223,077	278,789	715,503
Total interest income	3,034,517	3,427,530	9,341,291	10,657,707
Interest expense on deposits	1,493,966	1,777,067	4,567,719	5,744,241
Interest on borrowed funds	6,044	8,152	19,112	26,980
Total interest expense	1,500,010	1,785,219	4,586,831	5,771,221
Net interest income	1,534,507	1,642,311	4,754,460	4,886,486
Provision for loan losses (Note 4)	30,000	75,000	135,265	108,276
Net interest income after provision for loan losses	1,504,507	1,567,311	4,619,195	4,778,210
Non-interest income (expense):				
Gain on sales of interest-earning assets, net	99,766	112,780	545,450	202,024
Loan servicing fees	34,526	25,356	100,741	71,993
Other loan fees	74,435	87,041	225,311	246,776
Service charges	98,216	86,371	279,962	231,597
Gain (loss) on sale of real estate owned, net	(352)	56	11,387	(4,737)
Other operating income	41,062	31,345	92,450	78,123
Total non-interest income	347,653	342,949	1,255,301	825,776
General and administrative expenses:				
Compensation and benefits	493,101	478,914	1,459,378	1,378,757
Occupancy and equipment	98,633	98,744	289,220	288,066
Federal deposit insurance premiums	86,799	84,576	218,455	258,222
Provision for losses on real estate acquired through foreclosure	-	7,246	-	83,074
Data processing service fees	69,367	66,332	201,886	193,574
Stationery and supplies	44,099	41,662	133,183	107,132
Other operating expenses	279,611	251,168	881,280	787,934
Total general and administrative expenses	1,071,610	1,028,642	3,183,402	3,096,759

</TABLE>

LIBERTY BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENT OF EARNINGS - Continued

<TABLE>
<CAPTION>

	Three Months Ended September 30, 1993	Three Months Ended September 30, 1992	Nine Months Ended September 30, 1993	Nine Months Ended September 30, 1992
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
<S>	<C>	<C>	<C>	<C>
Earnings before income taxes	780,550	881,618	2,691,094	2,507,227
Income tax expense (Note 5)	290,580	320,934	984,468	893,400
Net earnings before cumulative effect of change in accounting principle	489,970	560,684	1,706,626	1,613,827
Cumulative effect of change in accounting principle (Note 5)	-	-	127,150	-
Net earnings	$ 489,970	560,684	1,833,776	1,613,827
Primary and fully diluted earnings per common share and common share equivalents:				
Earnings before cumulative effect of change in accounting principle	$ .74	.88	2.59	2.54
Cumulative effect of change in accounting principle (Note 5)	-	-	.19	-
Net earnings	$ .74	.88	2.78	2.54
Average common shares and common share equivalents outstanding	659,698	634,215	659,698	634,215

</TABLE>

See accompanying notes to consolidated financial statements.

LIBERTY BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(For the Nine Months Ended September 30, 1992 and 1993)

UNAUDITED

<TABLE>
<CAPTION>

	Common Stock Shares	Common Stock Amount	Additional paid-in capital	Retained earnings-substantially restricted	Guarantee of ESOP borrowings	Total stock-holders' equity
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Balance at December 31, 1991	634,215	$ 634,215	5,076,846	10,791,156	(634,290)	15,867,927

Additional conversion expenses (note 2)	-	-	(3,754)	-	-	(3,754)
Repayment of principal on ESOP debt	-	-	-	-	149,994	149,994
Net earnings for the nine months ended September 30, 1992	-	-	-	1,613,827	-	1,613,827
Payment of cash dividend of $.30 per share	-	-	-	(190,265)	-	(190,265)
Balance at September 30, 1992	634,215	$ 634,215	5,073,092	12,214,718	(484,296)	17,437,729
Balance at December 31, 1992	634,215	$ 634,215	5,073,091	12,565,564	(468,438)	17,804,432
Repayment of principal on ESOP debt	-	-	-	-	83,726	83,726
Net earnings for the nine months ended September 30, 1993	-	-	-	1,833,776	-	1,833,776
Payment of cash dividend of $.30 per share	-	-	-	(190,265)	-	(190,265)
Balance at September 30, 1993	634,215	$ 634,215	5,073,091	14,209,075	(384,712)	19,531,669

</TABLE>
See accompanying notes to consolidated financial statements.

LIBERTY BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

<S>	Nine months ended September 30 1993 (unaudited) <C>	1992 (unaudited) <C>
Cash flows from operating activities:		
Net earnings	$ 1,833,776	1,613,827
Adjustments to reconcile net earnings to net cash and cash equivalents (used) and provided by operating activities:		
Origination of mortgage loans available for sale	(19,397,907)	(11,808,750)
Proceeds from sale of loans available for sale	17,806,374	15,589,990
Amortization of deferred loan origination fees	(188,289)	(130,742)
Amortization of discounts on securities	(4,582)	(6,814)
Accretion of discounts on loans purchased	(101,101)	(98,565)
Amortization of premium paid on deposits	44,866	134,663
Provision for loan losses	135,265	108,276
Provision for losses on real estate acquired through foreclosure	-	83,074
Net (gain) loss on sales of:		
First mortgage loans	(544,825)	(202,024)
Real estate owned, net	(11,387)	4,737
Securities available for sale	(625)	-
Depreciation and amortization of premises and equipment	132,123	124,785
Purchases of securities available for sale	(1,468,951)	-
Proceeds from sale of securities available for sale	1,691,249	-
Principal payments on securities available for sale	8,126	-

Decrease (increase) in accrued interest receivable	49,440	(67,342)
Stock dividends on Federal Home Loan Bank stock	(41,700)	(39,800)
Increase in other assets	(57,597)	(109,040)
(Decrease) increase in accrued interest payable	39,022	(73,558)
Decrease in income taxes payable	(10,365)	(65,075)
Increase in deferred income taxes	(127,150)	-
Increase in accrued expenses and other liabilities	88,817	156,579
Total adjustments	(1,959,197)	3,600,394
Net cash and cash equivalents provided (used) by operating activities	$ (125,421)	5,214,221

</TABLE>

LIBERTY BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS - Continued

<TABLE>
<CAPTION>

<S>	Nine months ended September 30, 1993 (unaudited) <C>	1992 (unaudited) <C>
Cash flows from investing activities:		
Net increase in loans	$ (2,545,102)	(2,033,443)
Purchase of loans	(1,697,046)	-
Principal payments on mortgage-backed securities	2,471,790	1,968,170
Purchases of mortgage-backed securities	-	(995,000)
Purchases of investment securities	(19,128,578)	(7,729,844)
Proceeds from maturities of investment securities	17,000,000	9,600,000
Proceeds from sale of real estate owned	229,345	463,130
Purchases of premises and equipment	(121,280)	(76,344)
Net cash and cash equivalents provided (used) by investing activities	(3,790,871)	1,196,669
Cash flows from financing activities:		
Net (decrease) increase in deposits	790,304	(4,482,779)
Net increase in advances from borrowers for taxes and insurance	543,110	549,930
Payment of additional conversion expenses	-	(3,754)
Net (decrease) increase in FHLB advances	(750)	14,667
Cash paid for dividends	(190,265)	(190,265)
Net cash and cash equivalents provided (used) by financing activities	1,142,399	(4,112,201)
Net increase (decrease) in cash and cash equivalents	(2,773,893)	2,298,689
Cash and cash equivalents at beginning of period	$ 18,167,137	14,207,136
Cash and cash equivalents at end of period	$ 15,393,244	16,505,825
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$ 1,645,522	1,515,293
Income taxes	741,000	853,500
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Foreclosures of loans during the period	$ 462,037	26,505
Reduction in Employee Stock Ownership Plan borrowing	(83,726)	(149,994)

</TABLE>
See accompanying notes to consolidated financial statements.

LIBERTY BANCSHARES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - BASIS OF PREPARATION

The accompanying consolidated financial statements include the accounts of Liberty Bancshares, Inc. (the "Company") and Liberty Federal Savings Bank, (the "Bank") its wholly- owned subsidiary. The accounts of the Bank include Northwest Tennessee Service Corporation, the Bank's wholly-owned subsidiary. All material intercompany accounts and transactions have been eliminated.

The unaudited interim consolidated financial statements have been prepared in accordance with the instructions for Form 10-Q and therefore, do not include all disclosures necessary for a complete presentation of financial condition, results of operations and cash flows in conformity with generally accepted accounting principles. However, all adjustments which are, in the opinion of management, necessary for the fair presentation of the interim financial statements have been included. All such adjustments are of a normal and recurring nature. The results of operations for the nine months ended September 30, 1993 are not necessarily indicative of the results which may be expected for the entire year ending December 31, 1993.

NOTE 2 - CONVERSION TO STOCK AND EARNINGS PER SHARE

The sale of 634,215 shares of $1.00 par value common stock by the Company was consummated on December 17, 1991 pursuant to a plan of conversion of the Bank from a Federally- chartered mutual savings bank to a Federally-chartered stock savings bank previously approved by the members of the Bank. From the proceeds, $634,215 was allocated to common stock and $5,076,846, which is net of conversion costs of $631,088, was allocated to additional paid-in capital.

Earnings per share were computed based on 659,698 average common shares and common share equivalents outstanding for the three and nine month periods ended September 30, 1993. Earnings per share for the three and nine month periods ended September 30, 1992 were computed based on 634,215 average common shares outstanding.

NOTE 3 - EMPLOYEE STOCK OPTION AND STOCK OWNERSHIP PLANS

In conjunction with the conversion, the Company established a stock option plan under which a total of 63,421 common shares are reserved for options. The plan establishes the exercise price of the options at least equal to the market value of the Company's common stock on the date of grant. At September 30, 1993, options for 50,740 shares had been granted under the stock option plan. No options had been exercised as of September 30, 1993.

LIBERTY BANCSHARES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Also, in conjunction with the conversion, the Bank established an Employee Stock Ownership Plan (ESOP), under which the Company will make annual contributions to a trust for the benefit of eligible employees. The contributions may be in the form of cash, other property, or common shares of the Company. The amount of the annual contributions is at the discretion of the Board of Directors of the Company. Initially, the ESOP acquired 63,429 shares of the Company's common stock financed by $634,290 in borrowings by the ESOP. The loan is payable in quarterly principal and interest installments and is scheduled to mature on December 17, 2001. Interest will accrue at the base rate charged by the lender.

LIBERTY BANCSHARES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 4 - LOANS RECEIVABLE

Loans receivable are summarized as follows:
<TABLE>
<CAPTION>

	September 30, 1993 (unaudited)	December 31, 1992
<S>	<C>	<C>
First mortgage loans (principally conventional):		
Secured by one-to-four family residences	$ 75,052,405	75,455,171
Secured by other properties	11,426,246	10,807,112
Construction loans	1,586,100	2,043,750
Partially guaranteed by VA or insured by FHA	5,986,468	5,841,706
Participation investment in loans purchased	2,941,805	1,566,032
	96,993,024	95,713,771
Less:		
Undisbursed portion of construction loans	(856,772)	(1,709,912)
Loans in process	(609,012)	(264,368)
Unearned discounts	(423,830)	(531,860)
Unamortized premiums	80,870	87,044
Net deferred loan origination fees	(708,189)	(633,359)
Total first mortgage loans	94,476,091	92,661,316
Consumer and other loans:		
Lines of credit secured by real estate	3,857,806	3,767,196
Floorplan	839,754	716,307
Consumer	19,119,177	16,773,626
Commercial	3,129,666	3,240,199
Share	2,548,350	2,517,757
	29,494,753	27,015,085
Less:		
Unearned income	(1,408,330)	(1,345,415)
Total consumer and other loans	28,086,423	25,669,670
Less allowance for loan losses	(1,169,407)	(1,110,166)
Total loan portfolio	$ 121,393,107	117,220,820
Weighted average contractual yield	8.05%	8.66%

</TABLE>

LIBERTY BANCSHARES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 4 - LOANS RECEIVABLE - Continued

The following table sets forth information with respect to the bank's non-performing loans and other problem assets at the dates indicated.

	September 30, 1993 (unaudited)	December 31, 1992
Loans accounted for on a non-accrual basis: (1)		
Real estate:		
Residential	$ 107,828	222,568
Commercial	19,517	239,369
Commercial	-	-
Consumer	-	-
Total	127,345	461,937
Accruing loans contractually past due 90 days or more:		
Real estate:		
Residential	362,472	376,134
Commercial	-	-
Consumer	113,607	100,381
Commercial	30,200	132,130
Total	506,279	608,645
Total of non-accrual and 90 days past due loans	$ 633,624	$ 1,070,582
Other non-performing assets (2)	$ 373,935	$ 129,856

(1) The Bank has established an allowance for uncollectible interest for loans on non- accrual status, which is netted with accrued interest receivable, in the amount of $4,699 at September 30, 1993 (unaudited) and $26,612 at December 31, 1992, respectively.

(2) Other non-performing assets represents property acquired by the bank through foreclosure or repossession, in-substance foreclosure, and other repossessed collateral. This property is carried at the lower of its fair value less costs to sell or the principal balance of the related loan.

LIBERTY BANCSHARES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 4 - LOANS RECEIVABLE - Continued

Activity in the allowance for loan losses is summarized as follows:

	Nine Months Ended September 30, 1993 (unaudited)	1992 (unaudited)
Balance at beginning of period	1,110,166	958,313
Provision charged to income	135,265	108,276
Charge-offs, net of recoveries	(76,024)	(13,181)

Balance at end of period	1,169,407	1,053,408

</TABLE>

It is the Bank's policy to net recoveries against charge-offs. Recoveries amounted to $3,263 and $7,115 for the nine months ended September 30, 1993 and 1992, (unaudited), respectively.

NOTE 5 - INCOME TAXES

Income tax expense is summarized as follows:

<TABLE>
<CAPTION>

	Nine Months Ended September 30, 1993 (unaudited)	Nine Months Ended September 30, 1992 (unaudited)
Federal:		
Current	872,513	786,454
Deferred	-	-
	872,513	786,454
State:		
Current	111,955	106,946
Deferred	-	-
Total	984,468	893,400

</TABLE>

LIBERTY BANCSHARES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5 - INCOME TAXES - Continued

The actual income tax expense amounts differ from the "expected" tax expense of 34% for the nine month period ended September 30, 1993 and 1992 as follows:

<TABLE>
<CAPTION>

	Nine Months Ended September 30, 1993 (unaudited) Amount	1993 % of pretax income	1992 (unaudited) Amount	1992 % of pretax income
Computed "expected" income tax expense	$ 915,992	34.0%	852,457	34.0%
Increases (reductions) in taxes resulting from:				
Bad debt deduction	(26,737)	(1.0)	(8,400)	(.4)
State income tax, net of Federal income tax effect	72,771	2.7	70,584	2.8
Accretion of purchase method adjustments	(23,968)	(.9)	(26,276)	(1.0)
Other	46,410	1.8	5,035	.2
Total income tax expense	984,468	36.6%	893,400	35.6%

</TABLE>

During the first quarter of 1993, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes". SFAS No. 109 requires the Company to change its method of accounting for income taxes from the deferred method to the asset and liability method. Under the asset and liability method, deferred income taxes are recognized for the tax consequences of "temporary differences" by applying enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts and the tax basis of existing assets and liabilities. Under SFAS No. 109, the effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company elected to apply the statement on a prospective basis through a cumulative effect of a change in accounting principle. The adoption of SFAS No. 109 resulted in a favorable net effect on 1993 earnings of $127,150.