21-41447

Telephone Number (Including Area

[] other (please specify):

form are SEC 1972 Potential persons who are to respond to the collection of information (6/99)not required to respond unless the form displays a currently ATTENTION Failure to file notice in the appropriate states will not recause in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice. UNITED STATES OMB APPROVAL SECURITIES AND EXCHANGE COMMISSIO OMB Number: 3235-0076 Washington, D.C. 20549 Expires: May 31, 2002 Estimated average burden FORM D hours per response...1 NOTICE OF SALE OF SECURITIES SEC USE ONLY PURSUANT TO REGULATION D. Prefix Serial SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION DATE RECEIVED Name of Offering (check if this is an amendment and name has changed, and indicate change.) Filing Under (Check box(es) that [] Rule 504 [x] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE apply): Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) Lone Star National Bancshares-Texas, Inc.

ddress of Executive Offices (Number and Street, City, State, Zip Code) Address of Executive Offices Telephone Number (Including Area Code) 100 West Ferguson, Pharr, TX 78577 956-781-4321

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

[] limited partnership, already formed

[] limited partnership, to be formed

(if different from Executive Offices)

Bank Holding Company

Brief Description of Business

Type of Business Organization

[X] corporation [] business trust

Α.	OI	. 1.1.1	v

Month	Year
MICHAIL	100

Actual or Estimated Date of Incorporation or Organization:	[1]2	[9]4]	[X] Actual	[] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-lette	er U.S. I	Postal Servi	ce abbreviation	on for State:
CN for Canada; FN	for oth	er foreign ju	risdiction) [TX[]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA SEE ATTACHMENT

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer:
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner	
Full Name (Last name	e first, if individual)	0 10 Million William 19 (Million 19 (Milli		10 CH
Business or Residenc	e Address (Number and Street,	City, State, Zip Cod	de)	
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LONE STAR NATIONAL BANCSHARES-TEXAS, INC. 100 WEST FERGUSON PHARR, TEXAS 78577

ATTACHMENT TO SEC FORM D

Part A. Basic Identification Data.

Information concerning 10% beneficial owners, executive officers, and directors.

- 1. George R. Carruthers
 501 South Rose Ellen Circle
 McAllen, TX 78501
 Executive Officer, Director
- 2. David Deanda
 2408 Dorado Drive
 Mission, TX 78572
 Executive Officer, Director
- 3. A. Jabier Rodriguez
 904 Rio Grande Drive
 Mission, TX 78572
 Executive Officer, Director
- 4. Art Valdez
 5809 N. 25th Lane
 McAllen, TX 78504
 Executive Officer, Director
- 5. Juan Pena
 905 South Huisache Court
 Pharr, TX 78577
 Director, 10% Beneficial Owner
- 6. Alonzo Cantu
 5400 North Cynthia
 McAllen, TX 78504
 Director, 10% Beneficial Owner
- 7. Oscar Gonzelez
 302 Cypress Circle
 Pharr, TX 78577
 Director, 10% Beneficial Owner

- 8. Paul Rodriguez
 2301 Fox Run
 Mission, TX 78572
 Executive Officer, Director
- 9. Cruz Cantu III 901 Inspiration Pharr, TX 78577

Director, 10% Beneficial Owner

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner	
Full Name (Last name	first, if individual)				
Business or Residenc	e Address (Number and Street	, City, State, Zip Code)		<u></u>
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner	
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4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Valuation of Stock-Consulting Fees		\$7,500.00
Transfer Agent's Fees	[]\$_	0
Printing and Engraving Costs	[]\$_	147.00
Legal Fees	[]\$_	0
Accounting Fees	[]\$	2,240.00
Engineering Fees	[]\$	0
Sales Commissions (specify finders' fees separately)	[]\$	0
Other Expenses (identify)	[]\$	7,500.00
Total	[]\$	17,387.00

\$4,982,533

Payments to

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Dire	cers, ectors, &		
	Affil	liates	Other	S
Salaries and fees	[] \$	0	[] _\$	0
Purchase of real estate	[] \$	0	[] _\$	0
Purchase, rental or leasing and installation of machinery and equipment	[] \$	0	[] _\$	0
Construction or leasing of plant buildings and facilities	[] \$	0	[] \$	0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]	0	[] \$	0
Repayment of indebtedness	[] \$	0	[] \$	0
Working capital	[] \$ <u>4</u>	,982,	[] 5\$33	0
Other (specify):	[] \$	0	[] \$	0
	[] \$	0	[]	0
Column Totals	[] \$ 4	,982,	[] 5\$3 3	0 .
Total Payments Listed (column totals added)		[]\$4,		<u>5</u> <u>3</u> 3

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to

paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature 1 Date
Lone Star National Bancshares- Texas, I NC.	Signature Jake July 102
Name of Signer (Print or Type)	Title of Signer (Print or Type)
A. Jabier Rodriguez	President and Chief Executive Officer

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such

Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)
Lone Star National
Bancshares-Texas, Inc.

Name of Signer (Print or Type)
A. Jabier Rodriguez

Signature

Date

Title (Print or Type)

President and CEO

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the

1.01111 1

manually signed copy or bear typed or printed signatures.

			<u> </u>		APP	ENDIX			
1	Intend to non-accordinvestors (Part B-I	credited in State		ar	4 Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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AZ									
AR									
CA									
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