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UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of)	
CENTEX CORPORATION,)	Re: Resolution No.
Dallas, Texas,)	DAL 90-24
Savings and Loan Holding Company of)	Dated: December 11, 1990
TEXAS TRUST SAVINGS BANK, F.S.B.,)	
Llano, Texas)	

STIPULATION AND CONSENT TO ISSUANCE
OF ORDER TO CEASE AND DESIST

The Office of Thrift Supervision ("OTS"), by and through its Director for the Dallas Regional Office, and Centex Corporation, Dallas, Texas, stipulate and agree as follows:

1. Consideration. The OTS, on the basis of current information, is of the opinion that grounds exist to initiate an administrative cease and desist proceeding against Centex Corporation pursuant to Section 8(b) of the Federal Deposit Insurance Act ("FDIA"), as amended by the Financial Institutions Reform, Recovery, and Enforcement Act of 1989, Pub. L. No. 101-73, 103 Stat. 183 ("FIRREA") (to be codified at 12 U.S.C. Sec. 1818(b)). Centex Corporation desires to avoid the time and expense of such administrative litigation and, without admitting or denying that such grounds exist, hereby stipulates and agrees to the following terms in consideration of the forbearance by the OTS from initiating such administrative cease-and-desist litigation against Centex Corporation with respect to the matters covered in the accompanying Order to Cease and Desist ("Order").

2. Jurisdiction.

(a) Centex Corporation is a "savings and loan holding company" as that term is defined in Section 10(a)(1)(D) of the Home Owners' Loan Act ("HOLA"), as amended by FIRREA (to be codified 12 U.S.C. Sec. 1467a(a)(1)(D)).

(b) Pursuant to Section 3(q) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. Sec. 1813(q)), the OTS is the "appropriate Federal Banking agency" to maintain an enforcement proceeding against such a savings and loan holding company. Therefore, Centex Corporation is subject to the authority of the OTS to initiate and maintain a cease and desist proceeding against it pursuant to Section 8(b) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. Sec. 1818(b)).

3. Consent. Centex Corporation consents to the issuance by the OTS of the Order. It further agrees to comply with the terms of the Order upon issuance and stipulates that the Order complies with all requirements of law.

4. Finality. The Order is issued under Section 8(b) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. Sec. 1818(b)). Upon its issuance by the Director for the Dallas Regional Office, it shall be a final order, effective and fully enforceable by the OTS under the provisions of Section 8(i) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. Sec. 1818(i)).

5. Waivers. Centex Corporation waives its right to a notice of charges and administrative hearing provided by Section 8(b) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. Section 1818(b)), and further waives any right provided by Section 8(h) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. Section 1818(h)), or otherwise to challenge the validity of the Order.

WHEREFORE, in consideration of the foregoing, the OTS, by and through its Director for the Dallas Regional Office, and Centex Corporation, by a majority of its directors, execute this Stipulation and Consent to Issuance of Order to Cease and Desist.

OFFICE OF THRIFT SUPERVISION

CENTEX CORPORATION

By: 15/

Billy C. Wood
Director,
Dallas Regional Office

By: 15/

John G. Jones
Vice President

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affiliates, affiliated persons, subsidiaries, or service corporations ("Texas Trust"), to pay, directly or indirectly, any advisory fees, finders fees, investment bankers fees or other such fees incurred in connection with the approval of Centex Corporation's holding company application or with Texas Trust's acquisition of the four institutions comprising the "Lamb Package."

IT IS FURTHER ORDERED that all technical words or terms used in this Order, for which meanings are not specified or otherwise provided by the provisions of this Order, shall, insofar as applicable, have meaning as defined in the Code of Federal Regulations, Title 12, Chapter V, or as defined in FIRREA, the FDIA, or the Home Owners' Loan Act ("HOLA"), and any such words or terms undefined in the foregoing shall have meanings that accord with the best customs and usage in the savings association industry.

The Office of Thrift Supervision

By: 151

Billy C. Wood
Director,
Dallas Regional Office