

FORM D

JAN 12 2009

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Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See Instructions beginning on page 5)

OMB APPROVAL

OMB Number: 3235-0076

Expires: January 31, 2009

Estimated average burden hours per response: 4.00

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

Item 1. Issuer's Identity

Name of Issuer: Plains Capital Corporation; Previous Name(s): None; Entity Type: Corporation; Jurisdiction: Texas; Year of Incorporation: Over Five Years Ago.

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1: 2911 Turtle Creek Blvd.; Street Address 2: Suite 700; City: Dallas; State: Texas; ZIP: 75219; Phone: (214) 252-4100.

Item 3. Related Persons

Last Name: White; First Name: Alan; Middle Name: B.; Street Address 1: 2911 Turtle Creek Blvd.; Street Address 2: Suite 700; City: Dallas; State: TX; ZIP: 75219; Relationship: Executive Officer, Director.

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

Banking and Financial Services - Commercial Banking; Business Services - Energy - Other Energy; Construction - REITS & Finance - Other Real Estate; Retailing; Restaurants; Technology - Computers; Travel - Other Travel; Other.

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(7) | |

Item 7. Type of Filing

New Notice OR Amendment

Date of First Sale in this Offering: OR First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe) |

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$

Item 12. Sales Compensation

Recipient Recipient CRD Number No CRD Number

(Associated) Broker or Dealer None Associated Broker or Dealer CRD Number No CRD Number

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

States of Solicitation All States
 AL AK AZ AR CA CO CT DE DC FL GA HI ID
 IL IN IA KS KY LA ME MD MA MI MN MS MO
 MT NE NV NH NJ NM NY NC ND OH OK OR PA
 RI SC SD TN TX UT VT VA WA WV WI WY PR

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ OR Indefinite

(b) Total Amount Sold \$

(c) Total Remaining to be Sold \$ OR Indefinite

(Subtract (a) from (b))

Clarification of Response (if Necessary)

The Total Amount Sold includes 2,263,409 shares of common stock of Plains Capital Corporation that were issued to equity holders of First Southwest Holdings, Inc. valued at an estimated \$34.00 per share and cash payments for fractional shares. The indefinite amounts represent options to purchase shares of Plains Capital Corporation Common Stock granted to persons holding options to purchase shares of Common Stock of First Southwest Holdings, Inc.

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering:

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amount of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ Estimate

Finders' Fees \$ Estimate

Clarification of Response (if Necessary)

Stephens, Inc. neither solicited nor had contact with any stockholders of First Southwest Holdings, Inc. in their capacity as stockholders, but Stephens, Inc. received a success fee contingent upon the merger's completion.

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount. \$ Estimate

Clarification of Response (if Necessary)

This amount includes 829,869 shares valued at an estimated \$34.00 per share issued to 3 persons holding securities of First Southwest Holdings, Inc. at the time of the merger between First Southwest Holdings, Inc. and a subsidiary of Plains Capital Corporation. As a result of the merger, two of these persons were appointed as Directors of Plains Capital Corporation, the third of these persons was appointed as a non-voting Advisory Director of Plains Capital Corporation, and in the aggregate these persons were issued options to purchase 50,866 shares of Common Stock of Plains Capital Corporation.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees. Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or State action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Name of Signer

Signature

Title

Date

Number of continuation pages attached:

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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Washington, DC 20549

Items 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Bartolotta	Michael	
Street Address 1	Street Address 2	
325 North St. Paul Street	Suite 800	
City	State/Province/Country	ZIP/Postal Code
Dallas	Texas	75201
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	Appointed as a Director of Plains Capital Corporation as a result of the acquisition of First Southwest Holdings, Inc. by a subsidiary of Plains Capital Corporation.	

Last Name	First Name	Middle Name
Feinberg	Hill	
Street Address 1	Street Address 2	
325 North St. Paul Street	Suite 800	
City	State/Province/Country	ZIP/Postal Code
Dallas	Texas	75201
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	Appointed as a Director of Plains Capital Corporation as a result of the acquisition of First Southwest Holdings, Inc. by a subsidiary of Plains Capital Corporation.	

Last Name	First Name	Middle Name
Medanich	David	
Street Address 1	Street Address 2	
325 North St. Paul Street	Suite 800	
City	State/Province/Country	ZIP/Postal Code
Dallas	Texas	75201
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	Appointed as a non-voting Advisory Director of Plains Capital Corporation as a result of the acquisition of First Southwest Holdings, Inc. by a subsidiary of Plains Capital Corporation.	

(Copy and use additional copies of this page as necessary.)

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Items 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name	
Baker	Norton		
Street Address 1	Street Address 2		
2911 Turtle Creek Blvd.	Suite 700		
City	State/Province/Country	ZIP/Postal Code	
Dallas	TX	75219	
Relationship(s):	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

Last Name	First Name	Middle Name	
Bayoud, Jr.	George	S.	
Street Address 1	Street Address 2		
2911 Turtle Creek Blvd.	Suite 700		
City	State/Province/Country	ZIP/Postal Code	
Dallas	TX	75219	
Relationship(s):	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

Last Name	First Name	Middle Name	
Blackwell	Pryor		
Street Address 1	Street Address 2		
2911 Turtle Creek Blvd.	Suite 700		
City	State/Province/Country	ZIP/Postal Code	
Dallas	TX	75219	
Relationship(s):	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

Last Name	First Name	Middle Name	
Brock	R.	Crawford	
Street Address 1	Street Address 2		
2911 Turtle Creek Blvd.	Suite 700		
City	State/Province/Country	ZIP/Postal Code	
Dallas	TX	75219	
Relationship(s):	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

(Copy and use additional copies of this page as necessary.)

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Buckner	Robert	C.
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Dalby	Giles	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Griffin	Mark	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Heflin	Brian	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	Brian Heflin is a non-voting Advisory Director of Plains Capital Corporation.	

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Items 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name	
Hester	Craig		
Street Address 1	Street Address 2		
2911 Turtle Creek Blvd.	Suite 700		
City	State/Province/Country	ZIP/Postal Code	
Dallas	TX	75219	
Relationship(s):	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

Last Name	First Name	Middle Name	
Huffines	James		
Street Address 1	Street Address 2		
2911 Turtle Creek Blvd.	Suite 700		
City	State/Province/Country	ZIP/Postal Code	
Dallas	TX	75219	
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

Last Name	First Name	Middle Name	
Irby	Linda		
Street Address 1	Street Address 2		
2911 Turtle Creek Blvd.	Suite 700		
City	State/Province/Country	ZIP/Postal Code	
Dallas	TX	75219	
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

Last Name	First Name	Middle Name	
Isom	Jeff		
Street Address 1	Street Address 2		
2911 Turtle Creek Blvd.	Suite 700		
City	State/Province/Country	ZIP/Postal Code	
Dallas	TX	75219	
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)	Jeff Isom is a non-voting Advisory Director of Plains Capital Corporation.		

(Copy and use additional copies of this page as necessary.)

Items 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
King, M.D.	Robert	R.
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Lewis	Lee	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Luedke	Scott	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Malouf	Matthew	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

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Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name	
McClesley	George	H.	
Street Address 1	Street Address 2		
2911 Turtle Creek Blvd.	Suite 700		
City	State/Province/Country	ZIP/Postal Code	
Dallas	TX	75219	
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

Last Name	First Name	Middle Name	
McGill	Roseanna		
Street Address 1	Street Address 2		
2911 Turtle Creek Blvd.	Suite 700		
City	State/Province/Country	ZIP/Postal Code	
Dallas	TX	75219	
Relationship(s):	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

Last Name	First Name	Middle Name	
Owens	John	C.	
Street Address 1	Street Address 2		
2911 Turtle Creek Blvd.	Suite 700		
City	State/Province/Country	ZIP/Postal Code	
Dallas	TX	75219	
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

Last Name	First Name	Middle Name	
Pierce	DeWayne		
Street Address 1	Street Address 2		
2911 Turtle Creek Blvd.	Suite 700		
City	State/Province/Country	ZIP/Postal Code	
Dallas	TX	75219	
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

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Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Pope	Wayne	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Pou, III	Robert	L.
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Ricks	Eddie	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Rushing	Ted	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Salmans	Todd	L.
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Schaffner	Jerry	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Seger, M.D.	Michael	A.
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Seim	David	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)	David Seim is a non-voting Advisory Director of Plains Capital Corporation.	

(Copy and use additional copies of this page as necessary.)

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Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Smith	Jerry	V.
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	Jerry V. Smith is a non-voting Advisory Director of Plains Capital Corporation.	

Last Name	First Name	Middle Name
Swank	Greg	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Taylor, Jr.	Robert	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Towne	Carol	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Underwood	F. A.	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	F. A. Underwood is a non-voting Advisory Director of Plains Capital Corporation.	

Last Name	First Name	Middle Name
Webb	Craig	
Street Address 1	Street Address 2	
2911 Turtle Creek Blvd.	Suite 700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75219
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s):	<input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s):	<input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

END Form D 14