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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(SC13D-07/98)

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
The Bear Stearns Companies Inc.\*\*  
IRS # 13-3286161

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
  
WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER  
  
NUMBER OF  
SHARES 0  
BENEFICIALLY  
OWNED BY 0  
EACH 9 SOLE DISPOSITIVE POWER  
REPORTING 0  
PERSON 10 SHARED DISPOSITIVE POWER

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WITH

0

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

-----  
14 TYPE OF REPORTING PERSON\*

HC

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bear, Stearns & Co. Inc.\*\*  
IRS # 13-3299429

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*

WC, OO

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
7 SOLE VOTING POWER

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NUMBER OF  
SHARES 0

---

BENEFICIALLY OWNED BY EACH REPORTING PERSON

8 SHARED VOTING POWER

---

9 SOLE DISPOSITIVE POWER

---

0

---

10 SHARED DISPOSITIVE POWER

---

0

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

---

14 TYPE OF REPORTING PERSON\*

BD

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Schedule 13D Amendment No. 1

This statement constitutes Amendment No. 1 to the statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission by Bear, Stearns & Co. Inc. ("Bear Stearns") with respect to its ownership of the Common Stock of Community Financial Group, Inc. (the "Issuer").

Item 1: No Change

Item 2: No Change

Item 3: Source and Amount of Funds or Other Consideration  
Not applicable

Item 4: Not applicable

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Item 5: Interest in Securities of the Issuer (as of 08/05/02)

- (a) The responses of Bear Stearns to Rows (11) through (13) of the cover page of this Amendment No. 1 to Schedule 13D are incorporated herein by reference. To the best of Bear, Stearns' knowledge, none of its executive officers or directors beneficially own any Common Stock of the Issuer.
- (b) The responses of Bear, Stearns to Rows (7) through (10) of the cover page of this Amendment No. 1 to Schedule 13D are incorporated herein by reference.
- (c) Since the date of its initial filing on Schedule 13D, Bear, Stearns has effected transactions in the Common Stock of the Issuer. Information concerning transactions in the Common Stock effected by Bear, Stearns is set forth on Appendix II.
- (d) Not Applicable.
- (e) On August 5, 2002, Bear, Stearns exchanged 274,282 shares of Community Financial Group, Inc. Therefore, Bear Stearns ceased to be the beneficial owner of more than five percent of the Common Stock of the Issuer since the date of its original filing.

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\*\*Bear, Stearns & Co., Inc is a subsidiary of The Bear, Stearns Companies Inc.

Signature:

After reasonable inquiry and to the best of my knowledge and belief,  
I certify that the information set forth in this statement is true,  
complete and correct.

August 7, 2002

-----  
(Date)

-----  
(Signature)

Steve Kraemer/Senior Managing Director

-----  
(Name/Title)

APPENDIX I  
DIRECTORS AND EXECUTIVE OFFICERS OF BEAR, STEARNS & CO. INC.

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Name	Principal Occupation or Employment
James E. Cayne	Chairman of the Board, Chief Executive Officer and Director
Alan D. Schwartz	President, Co-Chief Operating Officer and Director
Warren J. Spector	President, Co-Chief Operating Officer and Director
Alan C. Greenberg	Chairman of the Executive Committee
Kenneth L. Edlow	Secretary
Michael Minikes	Treasurer and Director
Mark E. Lehman	Executive Vice President/General Counsel Chief Legal Officer and Director
Samuel L. Molinaro Jr.	Chief Financial Officer/Senior Vice President-Finance and Director
E. John Rosenwald Jr.	Vice-Chairman of the Board and Director
Michael L. Tarnopol	Vice-Chairman of the Board and Director
Steven L. Begleiter	Director
Kathryn R. Booth	Director
Denis A. Bovin	Director
Peter D. Cherasia	Director
Ralph R. Cioffi	Director
Barry J. Cohen	Director
Wendy L. de Monchaux	Director
Bruce E. Geismar	Director
Daniel L. Keating	Director
David A. Liebowitz	Director
Richard R. Lindsey	Director
Bruce M. Lisman	Director
Roland N. Livney	Director
Jeffrey Mayer	Director
Steven D. Meyer	Director
Fares D. Noujaim	Director
Craig M. Overlander	Director
Aldo Parcesepe	Director

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Stephen E. Raphael	Director
Robert M. Steinberg	Director
Donald W. Tang	Director
Michael J. Urfirer	Director
Jeffrey H. Urwin	Director
Eli Wachtel	Director

All Directors and Executive Officers are citizens of the United States and their business address is 383 Madison Avenue, New York, New York 10179. Bear Stearns & Co. Inc. is a wholly-owned subsidiary of the Bear Stearns Companies Inc.

### APPENDIX II

#### Community Financial Group, Inc.

Trading from 06/28/02 through 08/05/02

(Various Firm Accounts)

	***** 08/05 *****		
137,226-	COMMUNITY FINANCIAL GROUP INC	XCH OA	.00
67,244-	COMMUNITY FINANCIAL GROUP INC	XCH OA	.00
69,812-	COMMUNITY FINANCIAL GROUP INC	XCH OA	.00
	***** 07/22 *****		
100	COMMUNITY FINANCIAL GROUP INC	20.4200	2,042.00
	***** 07/19 *****		
100	COMMUNITY FINANCIAL GROUP INC	21.9500	2,195.00
5,000	COMMUNITY FINANCIAL GROUP INC	21.5100	107,550.00
100-	COMMUNITY FINANCIAL GROUP INC	21.3600	2,135.93-
100-	COMMUNITY FINANCIAL GROUP INC	21.3500	2,134.93-
100-	COMMUNITY FINANCIAL GROUP INC	21.4000	2,139.93-
100-	COMMUNITY FINANCIAL GROUP INC	21.5700	2,156.93-
400-	COMMUNITY FINANCIAL GROUP INC	21.6000	8,639.73-
600-	COMMUNITY FINANCIAL GROUP INC	21.5700	12,941.61-
700-	COMMUNITY FINANCIAL GROUP INC	21.6000	15,119.54-
900-	COMMUNITY FINANCIAL GROUP INC	21.4000	19,259.42-
1,000-	COMMUNITY FINANCIAL GROUP INC	21.5700	21,569.35-
1,000-	COMMUNITY FINANCIAL GROUP INC	21.5700	21,569.35-
	***** 07/18 *****		
100	COMMUNITY FINANCIAL GROUP INC	22.9500	2,295.00
	***** 07/17 *****		
100	COMMUNITY FINANCIAL GROUP INC	23.9500	2,395.00
4	COMMUNITY FINANCIAL GROUP INC	23.7600	95.04
	***** 07/16 *****		
100	COMMUNITY FINANCIAL GROUP INC	23.8500	2,385.00
1,000	COMMUNITY FINANCIAL GROUP INC	23.8500	23,850.00
200	COMMUNITY FINANCIAL GROUP INC	24.0500	4,810.00
	***** 07/15 *****		
250	COMMUNITY FINANCIAL GROUP INC	24.7500	6,187.50
350	COMMUNITY FINANCIAL GROUP INC	24.6000	8,610.00
400	COMMUNITY FINANCIAL GROUP INC	24.6000	9,840.00
1,000	COMMUNITY FINANCIAL GROUP INC	24.6000	24,600.00
1,000	COMMUNITY FINANCIAL GROUP INC	24.7500	24,750.00
1,000	COMMUNITY FINANCIAL GROUP INC	24.7500	24,750.00
1,000	COMMUNITY FINANCIAL GROUP INC	24.7500	24,750.00
5,000	COMMUNITY FINANCIAL GROUP INC	24.5000	122,500.00

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5,000-	COMMUNITY FINANCIAL GROUP INC	24.5988	122,992.22-
2,400	COMMUNITY FINANCIAL GROUP INC	24.5988	59,037.12
2,600	COMMUNITY FINANCIAL GROUP INC	24.5988	63,956.88
	***** 07/12 *****		
100	COMMUNITY FINANCIAL GROUP INC	25	2,500.00
200	COMMUNITY FINANCIAL GROUP INC	25	5,000.00
1,000	COMMUNITY FINANCIAL GROUP INC	25	25,000.00
1,000	COMMUNITY FINANCIAL GROUP INC	25	25,000.00
1,000	COMMUNITY FINANCIAL GROUP INC	25	25,000.00
1,000	COMMUNITY FINANCIAL GROUP INC	25	25,000.00
	***** 07/01 *****		
100	COMMUNITY FINANCIAL GROUP INC	25	2,500.00
	***** 06/28 *****		
100	COMMUNITY FINANCIAL GROUP INC	25.1500	2,515.00
700	COMMUNITY FINANCIAL GROUP INC	25.1500	17,605.00
1,000	COMMUNITY FINANCIAL GROUP INC	25.1500	25,150.00
1,000	COMMUNITY FINANCIAL GROUP INC	25.1500	25,150.00
1,456-	COMMUNITY FINANCIAL GROUP INC	25.1500	36,617.85-
714	COMMUNITY FINANCIAL GROUP INC	25.1500	17,957.10
742	COMMUNITY FINANCIAL GROUP INC	25.1500	18,661.30

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