Board of Governors of the Federal Reserve System

Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. §§ 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I. J. Bruce Bugg, Jr.
Name of the Holding Company Director and Official
Chairman, CEO and President
Title of the Holding Company Director and Official

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official
03/21/2019
Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:
☐ is included with the FR Y-6 report
☐ will be sent under separate cover
☐ is prepared

For Federal Reserve Bank Use Only

R S S D ID
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2018
Month / Day / Year

N/A
Reporter's Legal Entity Identifier (LEI) (20-character LEI Code)

Southwest Bancshares, Inc.
Legal Title of Holding Company

PO Box 90837
(Mailing Address of the Holding Company) Street / P.O. Box
San Antonio, TX 78209
City State Zip Code

1900 NW Loop 410, San Antonio, TX 78213
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Amy J Sonderegger EVP/CFO, The Bank of SA
Name Title
210-807-5511
Area Code / Phone Number / Extension
210-807-5711
Area Code / FAX Number

amy.sonderegger@thebankofsa.com
E-mail Address

N/A
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? ☐ Yes ☐ No

In accordance with the General Instructions for this report (check only one),
1. a letter justifying this request is being provided along with the report
☐ Yes ☐ No
2. a letter justifying this request has been provided separately ...
☐ Yes ☐ No

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required format and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

03/2018
Report Item
2a: Organizational Chart as of open of business

Southwest Bancshares, Inc.
San Antonio, Texas
Incorporated in Texas
LEI: None

The Bank of San Antonio
San Antonio, Texas
Incorporated in Texas
LEI: None

The Bank of San Antonio
Insurance Group, Inc
San Antonio, Texas
Incorporated in Texas
LEI: None

The Bank of San Antonio Wealth Advisors, LLC
San Antonio, Texas
Formed in Texas
LEI: None

Sole Member/Managing Member
Results: A list of branches for your holding company: SOUTHWEST BANCSHARES, INC. (3993286) of SAN ANTONIO, TX.
The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

Reconciliation and Verification Steps:
1. In the Data Action column of each branch row, enter one or more of the actions specified below
2. If required, enter the date in the Effective Date column

Actions
OK: If the branch information is correct, enter ‘OK’ in the Data Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter ‘Change’ in the Data Action column and the date when this information first became valid in the Effective Date column.
Delete: If a branch listed was never owned by this depository institution, enter ‘Delete’ in the Data Action column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter ‘Add’ in the Data Action column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure
When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office Service Type</th>
<th>Head Office ID_RSSD</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>3548567</td>
<td>BANK OF SAN ANTONIO, THE</td>
<td>1900 NORTHWEST LOOP 410</td>
<td>SAN ANTONIO</td>
<td>TX</td>
<td>78213</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF SAN ANTONIO, THE</td>
<td>3548567</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4064895</td>
<td>SOUTHRoad Branch</td>
<td>1082 ISOM ROAD, SUITE 100</td>
<td>SAN ANTONIO</td>
<td>TX</td>
<td>78216-4095</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
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<td>3548567</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4474122</td>
<td>PEARL OFFICE</td>
<td>302 PEARL PARKWAY SUITE 101</td>
<td>SAN ANTONIO</td>
<td>TX</td>
<td>78215</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
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<td>3548567</td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3809727</td>
<td>STONE OAK BRANCH</td>
<td>227 NORTH LOOP 1604 EAST SUITE 140</td>
<td>SAN ANTONIO</td>
<td>TX</td>
<td>78232</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF SAN ANTONIO, THE</td>
<td>3548567</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>5012400</td>
<td>SCHERTZ BRANCH</td>
<td>17711 INTERSTATE 35, SUITE 127</td>
<td>SCHERTZ</td>
<td>TX</td>
<td>78134</td>
<td>GUADALUPE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF SAN ANTONIO, THE</td>
<td>3548567</td>
<td></td>
</tr>
</tbody>
</table>
Report Item
3(1)(a)(b)(c): Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2018.

<table>
<thead>
<tr>
<th>1(a) Name &amp; Address (City, State, Country)</th>
<th>1(b) Country of Citizenship or Incorporation</th>
<th>1(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>J. Bruce Bugg, Jr.</td>
<td>USA</td>
<td>Common Stock: 492,811 (12%)</td>
</tr>
<tr>
<td>San Antonio, Texas, USA</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

3(2): N/A
### Form FR Y-6
Southwest Bancshares, Inc.
San Antonio, Texas
Fiscal Year Ending December 31, 2018

**Report Item**
4: Insiders (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries</th>
<th>(3)(c) Title and Position with Other Businesses</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(c) List Names of Other Companies if 25% or more of voting securities are held</th>
</tr>
</thead>
</table>
| **J. Bruce Bugg, Jr.**       | Private Investor                                              | Chairman, CEO & President                       | Chairman of the Board, The Bank of San Antonio  
  • Director, The Bank of San Antonio Insurance Group, Inc.  
  • Director, The Bank of San Antonio Wealth Advisors, LLC | Chairman, Texas Transportation Commission  
  • Chairman and Trustee, The Tobin Endowment  
  • General Partner, 2B Partners  
  • Chairman & CEO, Argyle Investment Co, LLC  
  • Partner, Argyle Partners, Ltd.  
  • Trustee, DLB Trust  
  • President, James B. Bugg, Jr. PC  
  • Trustee, JBB, Jr Trust  
  • President, Oakwell Farms Corp.  
  • Manager, Sunshine Advisors Management, LLC  
  • Limited Partner, Sunshine Advisors, Ltd.  
  • Chairman, President & CEO, Texas Hill Country Bancshares, Inc.  
  • Director, Texas Hill Country Bank  
  • Chairman, President & CEO, Capitol of Texas Bancshares, Inc.  
  • Chairman, The Bank of Austin | 12%                                                             | N/A                                             | • Argyle Investment Co, LLC (100%)  
  • Argyle Partners, Ltd. (25%)  
  • James B Bugg, Jr. PC (100%)  
  • 2B Partners (50%)  
  • Sunshine Advisors Mgmt, LLC (50%)  
  • Sunshine Advisors, Ltd. (49.50%) |

Fiscal Year Ending December 31, 2018

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*Southwest Bancshares, Inc.*
San Antonio, Texas

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*J. Bruce Bugg, Jr.*
San Antonio, TX
USA
### Report Item
4: Insiders (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

<table>
<thead>
<tr>
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</tr>
</thead>
<tbody>
<tr>
<td>Robert M. Cavender</td>
<td>Private Investor</td>
<td>Director, The Bank of San Antonio</td>
<td>• President, CBM Broadway</td>
<td>• President, Cavender Buick GMC West</td>
<td>4%</td>
<td>N/A</td>
<td>• Cavender Cadillac of Texas (33%)</td>
</tr>
<tr>
<td>San Antonio, TX USA</td>
<td></td>
<td></td>
<td>• President, Cavender Boerne Acquisition of Texas</td>
<td>• President, land Rover San Antonio</td>
<td></td>
<td></td>
<td>• Land Rover San Antonio (33%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• President, Cavender Boerne Property Real Estate LLC</td>
<td>• President, Cavender Brothers Management</td>
<td></td>
<td></td>
<td>• Cavender Buick of Texas (33%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• President, Cavender Buick GMC West</td>
<td>• President, Cavender Cadillac of Texas</td>
<td></td>
<td></td>
<td>• Cavender Boerne Acquisition of Texas (33%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• President, Cavender Cadillac of Texas</td>
<td>• President, Land Rover San Antonio</td>
<td></td>
<td></td>
<td>• Cavender Boerne Property Real Estate LLP (33%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• President, Land Rover San Antonio</td>
<td>• Fiduciary Director, Capitol of Texas Bancshares, Inc.</td>
<td></td>
<td></td>
<td>• CBM Broadway (33%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• Fiduciary Director, The Bank of Austin</td>
<td>• Fiduciary Director, Capitol of Texas Bancshares, Inc.</td>
<td></td>
<td></td>
<td>• Cavender Brothers Management (33%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Fiduciary Director, The Bank of Austin</td>
<td></td>
<td></td>
<td>• 3BI, Ltd. (33%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Cavender Buick GMC West (33%)</td>
</tr>
<tr>
<td>Eugene Dawson, Jr.</td>
<td>Engineer</td>
<td>Director, The Bank of San Antonio</td>
<td>• President, Pape-Dawson Engineers, Inc.</td>
<td>• Shareholder, Texas Hill Country Bancshares</td>
<td>4%</td>
<td>N/A</td>
<td>• Pape-Dawson Engineers, Inc. (34%)</td>
</tr>
<tr>
<td>San Antonio, TX USA</td>
<td></td>
<td></td>
<td>• Shareholder, Texas Hill Country Bancshares</td>
<td>• Fiduciary Director, Capitol of Texas Bancshares, Inc.</td>
<td></td>
<td></td>
<td>• D2 Partners, LP (50%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• Fiduciary Director, Capitol of Texas Bancshares, Inc.</td>
<td>• Fiduciary Director, The Bank of Austin</td>
<td></td>
<td></td>
<td>• Dawson Four Partners (25%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Fiduciary Director, The Bank of Austin</td>
<td></td>
<td></td>
<td>• D2410 Partners, LP (50%)</td>
</tr>
<tr>
<td></td>
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<td></td>
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<td></td>
<td>• New D2 Partners, LP (50%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• D2 Partners GP, LLC (50%)</td>
</tr>
</tbody>
</table>
## Form FR Y-6
Southwest Bancshares, Inc.  
San Antonio, Texas  
Fiscal Year Ending December 31, 2018

### Report Item
4: Insiders (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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<thead>
<tr>
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</tr>
</thead>
</table>
| **Brent R. Given**  
San Antonio, TX USA | Banker | VP/Treasurer Director | •President and CEO, The Bank of San Antonio  
•CEO, The Bank of San Antonio Insurance Group, Inc  
•Executive Vice Chairman, The Bank of San Antonio Wealth Advisors, LLC | •Shareholder, Texas Hill Country Bancshares  
•Advisory Director, University of Texas – San Antonio College of Business Real Estate Finance and Development Founders Council  
•Secretary and Fiduciary Director, Capitol of Texas Bancshares, Inc.  
•Fiduciary Director, The Bank of Austin | 2% | N/A | N/A |
| **James W. Gorman, Jr.**  
San Antonio, TX USA | Private Investor | Director | Founding Chairman, The Bank of San Antonio | •Director, Texas Hill Country Bancshares  
•Director, Texas Hill Country Bank  
•Director/Chairman, The Gorman Foundation  
•Manager, The JW Family Partnership, LTD  
•Manager, The JW Family Partnership GP, LLC  
•Manager, Tenatex Co., LLC  
•President, Cockfield Exploration Company  
•Member, Dos Tejanos, LLC  
•Member, TexBexar Oil Co, LLC | 4% | N/A | • The JW Family Partnership GP, LLC (100%)  
• The Gorman Foundation (100%)  
• Cockfield Exploration Company (100%)  
• Dos Tejanos, LLC (100%)  
• TexBexar Oil Co, LLC (100%) |
| **Mark E. Healy, M.D.**  
San Antonio, TX USA | Physician | Director | Director, The Bank of San Antonio | •Director & Member, South Texas Radiology Group, PA  
•Partner, Trillium Associates, Ltd  
•Partner, Trillium Group, LLC  
•Partner, 1706 Patton, LLC | 3% | N/A | N/A |
### Report Item
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<th>(4)(c) List Names of Other Companies if 25% or more of voting securities are held</th>
</tr>
</thead>
</table>
| Steven Q. Lee, San Antonio, TX USA | Real Estate Investor | Secretary Director | Director, The Bank of San Antonio | •Partner, Sentinel Diversified Fund  
•Partner, Laguna Water, Ltd.  
•Partner, 990 Isom, Ltd.  
•Partner, Marathon Title Co.  
•Partner, Avant Interest, Ltd.  
•Partner, Avant Development, LLC.  
•Partner, Steve Lee Family Ltd.  
•Partner, Teton Capital Partners  
•Investor, ARMOR Designs LLC  
•Investor, The Cloud Power Seed Fund  
•Partner, Dorchester Beer Holdings  
•Partner, Endeavor Opportunity  
•Investor, Fedora Security  
•Investor, Partners in Prophet | 3% | N/A | •Avant Development LLC (25%) |
| Richard T. Schlosberg, III, San Antonio, TX USA | Retired (Publishing and Communications) | Director | Director, The Bank of San Antonio | •Director, Texas Hill Country Bancshares, Inc.  
•Director, Texas Hill Country Bank | 4% | N/A | N/A |
## Report Item
4: Insiders (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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</tr>
</thead>
<tbody>
<tr>
<td>David A. Spencer</td>
<td>Venture Capitalist</td>
<td>Director</td>
<td>Director, The Bank of San Antonio</td>
<td>• Partner, Mandelbrot Real Estate, Ltd</td>
<td>4%</td>
<td>N/A</td>
<td>• Mandelbrot Real Estate, Ltd (50%)</td>
</tr>
<tr>
<td>San Antonio, TX USA</td>
<td></td>
<td></td>
<td>• Member, Mandelbrot 5 Doors Down, LLC</td>
<td></td>
<td></td>
<td></td>
<td>• Mandelbrot 5 Doors Down, LLC (50%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• Member, Mandelbrot Blanco Road, LLC</td>
<td></td>
<td></td>
<td></td>
<td>• Mandelbrot Blanco Road, LLC (50%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• Member, Mandelbrot Crestwood, LLC</td>
<td></td>
<td></td>
<td></td>
<td>• Mandelbrot Crestwood, LLC (50%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• Member, Mandelbrot E. Bandera Road, LLC</td>
<td></td>
<td></td>
<td></td>
<td>• Mandelbrot E. Bandera Road, LLC (50%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• Member, Mandelbrot Ellen Williams Loop, LLC</td>
<td></td>
<td></td>
<td></td>
<td>• Mandelbrot Ellen Williams Loop, LLC (50%)</td>
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<tr>
<td></td>
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<td></td>
<td>• Member, Mandelbrot Enchanted Eve, LLC</td>
<td></td>
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<td></td>
<td>• Mandelbrot Enchanted Eve, LLC (50%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• Partner, Silicon Drive Office Ventures, Ltd</td>
<td></td>
<td></td>
<td></td>
<td>• Silicon Drive Office Ventures, Ltd (50%)</td>
</tr>
<tr>
<td></td>
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<td>• Member, Christlieb Enterprises, LLC</td>
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<td>• Christlieb Enterprises, LLC (100%)</td>
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<td>• Partner, Spencer Enterprises, Ltd</td>
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<td>• Member, Mandelbrot Management, LLC</td>
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<td>• Mandelbrot Management (50%)</td>
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<td></td>
<td></td>
<td></td>
<td>• Partner, Mandelbrot Ventures, Ltd</td>
<td></td>
<td></td>
<td></td>
<td>• Mandelbrot Ventures (50%)</td>
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<td>• Manager, Texas Intrepid Ventures, LLC</td>
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<td>• Texas Intrepid Ventures, LLC (50%)</td>
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<td></td>
<td>• Partner, Mandelbrot Securities, Ltd</td>
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<td>• Mandelbrot Securities, Ltd (50%)</td>
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<td>• Partner, Mandelbrot Investments, Ltd.</td>
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<td>• Mandelbrot Investments, Ltd (50%)</td>
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<td>• Shareholder, Prytime Medical Devices Inc.</td>
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<td>• Prytime Medical Devices, Inc. (58%)</td>
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<td>• Fiduciary Director, Capitol of Texas Bancshares, Inc.</td>
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<td>• Fiduciary Director, The Bank of Austin</td>
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