

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, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2018

Month / Day / Year

5493003ZHYD5U9LTK033
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

I, Jim McVay

Name of the Holding Company Director and Official

Director EVP COO CFO Secretary

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.

Southwest United Bancshares Inc

Legal Title of Holding Company

125 Mesa Hills Dr

(Mailing Address of the Holding Company) Street / P.O. Box

El Paso	TX	79912
City	State	Zip Code

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Cynthia Herrera Accounting Officer

Name Title

(915)231-2507

Area Code / Phone Number / Extension

(915)231-2535

Area Code / FAX Number

CynthiaHerrera@UnitedElPaso.com

E-mail Address

n/a

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

Signature of Holding Company Director and Official

03/14/2019

Date of Signature

Revised

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 not prepared

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

Is confidential treatment requested for any portion of this report submission? 0=No
1=Yes 0

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
- 2. a letter justifying this request has been provided separately ...

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

United Bank of El Paso del Norte
Legal Title of Subsidiary Holding Company

125 Mesa Hills Dr
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

El Paso TX 79912
City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

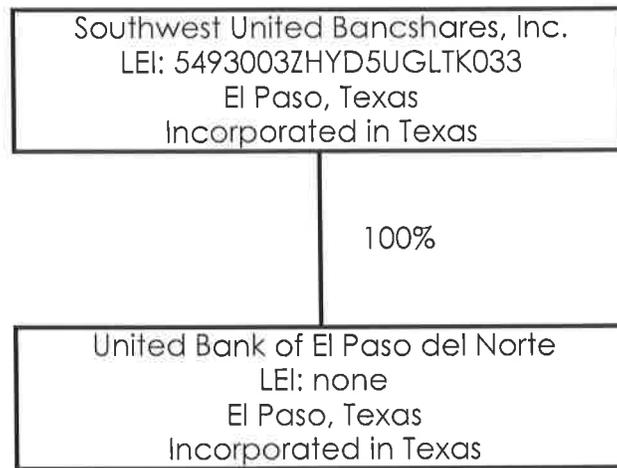
Form FR Y-6

Southwest United Bancshares, Inc.
LEI: 5493003ZHYD5UGLTK033
El Paso, Texas
Fiscal Year Ending December 31, 2018

Report Item

1. The bank holding company prepares an annual report for its securities holders and is not registered with the SEC.

2a. Organizational Chart



2b. Domestic branch listing provided to the Federal Reserve Bank.

Form FR Y-6

Southwest United Bancshares Inc.

El Paso, TX

Fiscal Year Ending December 31, 2018

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016		Securities Holders not listed in 3(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016	
(1)(a)	(1)(b)	(2)(a)	(2)(c)
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Name & Address (City, State, Country)	Number and Percentage of Each Class of Voting Securities
John M Verlander El Paso, TX, USA	United States	N/A	81,988 6.59%
			0 0.00%

Form FR Y-6

Southwest United Bancshares Inc.
El Paso, TX
Fiscal Year Ending December 31, 2018

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with holding company	Title & Position with holding company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities In holding company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Les Parker El Paso, TX, USA	N/A	Director, Chairman, President, CEO	Director, Chairman, CEO (United Bank of El Paso)	N/A	4.20%	None	N/A
Jim McVay El Paso, TX, USA	N/A	Director, EVP, COO, CFO, Secretary	Director, SrEVP, COO, Secretary (United Bank of El Paso)	N/A	2.10%	None	N/A
Randolph Young El Paso, TX, USA	N/A	Director, Asst Secretary	Director, SrEVP, Asst Secretary, (United Bank of El Paso)	N/A	84.00%	None	N/A
Hank Hernandez El Paso, TX, USA	N/A	Director, Vice Chairman	Director, Vice Chairman, (United Bank of El Paso)	N/A	1.21%	None	N/A
George Bailey, Las Cruces, NM, USA	N/A	Director	Director (United Bank of El Paso)	N/A	1.24%	None	N/A
James P. Maloney El Paso, TX, USA	N/A	Director	Director (United Bank of El Paso)	N/A	1.97%	None	Blythe Land & Cattle (25%)
Gustavo Martell, MD El Paso, TX, USA	Medical Doctor	Director	Director (United Bank of El Paso)	N/A	1.90%	None	N/A
F. Charles Napier El Paso, TX, USA	Public Accounting	Director	Director (United Bank of El Paso)	Partner, Napier & Lillebo, LLP	1.34%	None	Napier & Lillebo, LLP (57%)
Stuart P. Shiloff El Paso, TX, USA	National Sales	Director	Director (United Bank of El Paso)	Manager River Oaks Properties	1.81%	None	N/A
Oscar Leeser El Paso, TX, USA	Car Dealer	Director	Director (United Bank of El Paso)	President & Owner Hyundai of El Paso	0.08%	None	Hyundai of El Paso (100%)
Monty Rogers El Paso, TX, USA	N/A	Director	Director, President, CLO (United Bank of El Paso)	N/A	0.48%	None	N/A