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(e)(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(a)(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 ESCO/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Jeff Wilkinson

Name of the Holding Company Director and Official

Chairman and CEO

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

Date of Signature

July 3, 2019

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

RSSID ID

C.I.

Is confidential treatment requested for any portion of this report submission? 1=Yes 0=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

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."

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

12/31/2018

Month / Day / Year

N/A

Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter’s Name, Street, and Mailing Address

Keystone Bancshares, Inc.

Legal Title of Holding Company

11500 Bee Caves Road, Suite 150

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

Austin Texas 78738

City State Zip Code

n/a

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Mark Few

COO, Keystone Bank, N.A.

Name Title

512-982-9152

Area Code / Phone Number / Extension

Area Code / FAX Number

mfew@bankkeystone.com

E-mail Address

bankkeystone.com

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

03/2018

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 form 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.
Form Y-6
Keystone Bancshares, Inc.
Fiscal Year Ending December 31, 2018
Report Item 1: Annual Report to Shareholders

Keystone Bancshares, Inc. does not prepare an annual report to shareholders
Form Y-6
Keystone Bancshares, Inc.
Fiscal Year Ending December 31, 2018
Report Item 2a: Organization Chart

Keystone Bancshares, Inc.
Austin, TX
Incorporated in Texas
LEI: N/A

Keystone Bank, National Association
Ownership: 100%
LEI: N/A
- Austin Branch, Austin, TX
- Ballinger Branch, Ballinger, TX
Incorporated in Texas
<table>
<thead>
<tr>
<th>Date Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>FDIC Lein/Num</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID/SSN</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>TSC</td>
<td>06/15/2016</td>
<td>Full Service</td>
<td>84320018</td>
<td>KEYSTONE BANK, NATIONAL ASSOCIATION</td>
<td>11700 BEE CAVES ROAD, SUITE 200, AUSTIN, TX</td>
<td>78738</td>
<td>TX</td>
<td>78738</td>
<td>Travis</td>
<td>United States</td>
<td>Not Required</td>
<td>Not Required</td>
<td>KEYSTONE BANK, NATIONAL ASSOCIATION</td>
<td>84320018</td>
</tr>
<tr>
<td>TSC</td>
<td>06/15/2016</td>
<td>Full Service</td>
<td>59060034</td>
<td>BALLINGER BRANCH</td>
<td>NO ADDRESS, BALLINGER, TX</td>
<td>76801</td>
<td>TX</td>
<td>76801</td>
<td>Kinney</td>
<td>United States</td>
<td>Not Required</td>
<td>Not Required</td>
<td>KEYSTONE BANK, NATIONAL ASSOCIATION</td>
<td>59060034</td>
</tr>
</tbody>
</table>
### Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>J&amp;K Holdings, Ltd.</td>
<td>USA</td>
<td>225,000 Common Shrs; 7.296%</td>
</tr>
<tr>
<td>Spence Limited, LP</td>
<td>USA</td>
<td>175,000 Common Shrs; 5.675%</td>
</tr>
<tr>
<td>Strategic Value Private Investors, LP</td>
<td>USA</td>
<td>235,000 Common Shrs; 7.621%</td>
</tr>
</tbody>
</table>

Securities holders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2018:

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>n/a</td>
</tr>
<tr>
<td></td>
<td></td>
<td>n/a</td>
</tr>
<tr>
<td></td>
<td></td>
<td>n/a</td>
</tr>
<tr>
<td>Name, City, State, Country</td>
<td>Principal Occupation if other than with Holding Company</td>
<td>Title &amp; Position with Holding Company</td>
</tr>
<tr>
<td>----------------------------</td>
<td>--------------------------------------------------------</td>
<td>--------------------------------------</td>
</tr>
<tr>
<td>Jeff Wilkinson, Driftwood, TX 78619 (USA)</td>
<td>N/A</td>
<td>Director / Chairman &amp; CEO</td>
</tr>
<tr>
<td>Mark Few, Marble Falls, TX 78654 (USA)</td>
<td>N/A</td>
<td>Secretary</td>
</tr>
<tr>
<td>Johnny Merritt, Austin, TX 78704 (USA)</td>
<td>Partner / Attorney</td>
<td>Director</td>
</tr>
<tr>
<td>Myles Sherman, Austin, TX 78703 (USA)</td>
<td>Investor</td>
<td>Director</td>
</tr>
<tr>
<td>Clint Greenleaf, Austin, TX 78746 (USA)</td>
<td>CEO</td>
<td>Director</td>
</tr>
<tr>
<td>Ben Mackovak, Cleveland, OH 44114 (USA)</td>
<td>Investor</td>
<td>Director</td>
</tr>
<tr>
<td>Brent Giles, Kansas City, MO 64108 (USA)</td>
<td>CEO</td>
<td>Director</td>
</tr>
</tbody>
</table>