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. § 134(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 310B(a) and 310B(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, 1550(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 ESOP/ESICF formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Bruce Bug, Jr
Name of the Holding Company Director and Official
Chairman CEO & 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
03/24/2020
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 not prepared

For Federal Reserve Bank Use Only
RSSD ID
C.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2019
Month / Day / Year
N/A
Reporter's Legal Entity (identifier) (LEI) Code
Reporter's Name, Street, and Mailing Address

Capitol of Texas 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

8611 N Mopac Expwy, Ste 101 Austin, TX 78759
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Tiffany Guajardo CFO
Name Title
512-956-5676
Area Code / Phone Number / Extension
512-956-5676
Area Code / FAX Number
tguajardo@thebankofaustin.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? .................................................. 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 .................................................. 0

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."

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 (7103-0297), Washington, DC 20503.

12/2019
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.
- **Close**: If a branch listed was sold or closed, enter ‘Close’ in the Data Action column and the sale or closure date 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 and the opening or acquisition date in the Effective Date 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 ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>12/18/2017</td>
<td>Full Service (Head Office)</td>
<td>5082382</td>
<td>BANK OF AUSTIN, THE</td>
<td>8611 N Mopac Expressway, Mopac Centre Ste 101</td>
<td>AUSTIN</td>
<td>TX</td>
<td>78759</td>
<td>TRAVIS</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF AUSTIN, THE</td>
<td>5082382</td>
</tr>
</tbody>
</table>
Report Item
1: An annual report to shareholders is not prepared.

2a: Organizational Chart as of open of business

```
Capitol of Texas Bancshares, Inc.
Austin, Texas
Incorporated in Texas
LEI: None

100%

The Bank of Austin
Austin, Texas
Incorporated in Texas
LEI: None
```
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: 318,300 (7%)</td>
</tr>
<tr>
<td>San Antonio, Texas, USA</td>
<td></td>
<td>Warrants on Common Stock: 25,000 (1%)</td>
</tr>
</tbody>
</table>

3(2): N/A
### 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. San Antonio, TX USA | Private Investor | Chairman, CEO & President | •Chairman of the Board, The Bank Austin | •Chairman, Texas Transportation Commission  
•Chairman and Trustee, The Tobin Endowment  
•General Partner, 2B Partners  
•Chairman & CEO, Argyle Investment Co, LLC  
•Partner, Argyle Partners, Ltd.  
•Chairman and President, Bexar County Performing Arts Center Foundation  
•Trustee, DLB Trust  
•President, James B. Bugg, Jr. PC  
•Trustee, JBB, Jr Trust  
•President, Oakwell Farms Corp.  
•General Partner, Sunshine Advisors Management, LLC  
•Limited Partner, Sunshine Advisors, Ltd.  
•Chairman, CEO and President, Texas Hill Country Bancshares, Inc.  
•Director, Texas Hill Country Bank  
•Chairman, CEO and President, Southwest Bancshares, Inc.  
•Chairman, The Bank of San Antonio  
•Fiduciary Director, The Bank of San Antonio Insurance Group, Inc. | 7% | N/A | •Argyle Investment Co, LLC (100%)  
•Argyle Partners, Ltd. (25%)  
•James B Bugg, Jr. PC (100%)  
•2B Partners (50%)  
•Sunshine Advisors Mgmt, LLC (49.50%)  
•Sunshine Advisors, Ltd. (50%) |
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 Austin</td>
<td>Director, The Bank of Austin</td>
<td>•President, CBM Broadway</td>
<td>2%</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></td>
<td>•President, 3BI, Ltd.</td>
<td></td>
<td></td>
<td>•Land Rover San Antonio (33%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></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></td>
<td>•Fiduciary Director, Southwest Bancshares, Inc.</td>
<td></td>
<td></td>
<td>•Cavender Boerne Acquisition of Texas (33%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>•Fiduciary Director, The Bank of San Antonio</td>
<td></td>
<td></td>
<td>•Cavender Boerne Property Real Estate LLP (33%)</td>
</tr>
<tr>
<td></td>
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<td></td>
<td></td>
<td>•CBM Broadway (33%)</td>
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<td></td>
<td></td>
<td></td>
<td>•Cavender Brothers Management</td>
</tr>
<tr>
<td></td>
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<td></td>
<td></td>
<td></td>
<td>•3BI, Ltd. (33%)</td>
</tr>
<tr>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td>•Cavender Buick GMC West (33%)</td>
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<td></td>
<td></td>
<td>•Pape-Dawson Engineers, Inc. (33.7%)</td>
</tr>
<tr>
<td>Eugene Dawson, Jr.</td>
<td>Engineer</td>
<td>Director, The Bank of Austin</td>
<td>Director, The Bank of Austin</td>
<td>•President, Pape-Dawson Engineers, Inc.</td>
<td>2%</td>
<td>N/A</td>
<td>•D2 Partners, LP (50%)</td>
</tr>
<tr>
<td>San Antonio, TX USA</td>
<td></td>
<td></td>
<td></td>
<td>•Shareholder, Texas Hill Country Bancshares</td>
<td></td>
<td></td>
<td>•Dawson Four Partners (25%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>•Fiduciary Director, Southwest Bancshares, Inc.</td>
<td></td>
<td></td>
<td>•D2410 Partners, LP (50%)</td>
</tr>
<tr>
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<td></td>
<td>•Fiduciary Director, The Bank of San Antonio</td>
<td></td>
<td></td>
<td>•D2 Partners GP, LLC (50%)</td>
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<td></td>
<td>•New D2 Partners, LP (50%)</td>
</tr>
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# Report Item

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</thead>
</table>
| Jon E. Eckert | Banker | Vice President/CEO, The Bank of Austin | •Director, Better Business Bureau Inc, of Austin, Texas  
•Director, Texas Bankers Association | 1% | N/A | N/A |
| Brent R. Given | Banker | Secretary/ Director | •Director, The Bank of Austin  
•Advisory Director, University of Texas – San Antonio College of Business Real Estate Finance and Development Founders Council  
•President and CEO, The Bank of San Antonio  
•CEO and President, The Bank of San Antonio Insurance Group, Inc  
•Executive Vice Chairman, Aspireon Wealth Advisors | 1% | N/A | N/A |
Report Item
4: Insiders (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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</thead>
<tbody>
<tr>
<td>David A. Spencer</td>
<td>Venture Capitalist</td>
<td>Director</td>
<td>Director, The Bank of Austin</td>
<td>• Partner, Mandelbrot Real Estate, Ltd</td>
<td>2%</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></td>
<td>• Member, Mandelbrot 5 Doors Down, LLC</td>
<td></td>
<td></td>
<td>• Mandelbrot 5 Doors Down, LLC (50%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Member, Mandelbrot Blanco Road, LLC</td>
<td></td>
<td></td>
<td>• Mandelbrot Blanco Road, LLC (50%)</td>
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<td>• Member, Mandelbrot Crestwood, LLC</td>
<td></td>
<td></td>
<td>• Mandelbrot Crestwood, LLC (50%)</td>
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<td>• Member, Mandelbrot E. Bandera Road, LLC</td>
<td></td>
<td></td>
<td>• Mandelbrot E. Bandera Road, LLC (50%)</td>
</tr>
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<td>• Member, Mandelbrot Ellen Williams Loop, LLC</td>
<td></td>
<td></td>
<td>• Mandelbrot Ellen Williams Loop, LLC (50%)</td>
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<td>• Member, Mandelbrot Enchanted Eve, LLC</td>
<td></td>
<td></td>
<td>• Mandelbrot Enchanted Eve, LLC (50%)</td>
</tr>
<tr>
<td></td>
<td></td>
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<td></td>
<td>• Partner, Silicon Drive Office Ventures, Ltd</td>
<td></td>
<td></td>
<td>• Silicon Drive Office Ventures, Ltd (50%)</td>
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<td></td>
<td></td>
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<td></td>
<td>• Member, Mandelbrot Management, LLC</td>
<td></td>
<td></td>
<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>• Mandelbrot Ventures (50%)</td>
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<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Manager, Texas Intrepid Ventures, LLC</td>
<td></td>
<td></td>
<td>• Texas Intrepid Ventures, LLC (50%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Partner, Mandelbrot Securities, Ltd</td>
<td></td>
<td></td>
<td>• Mandelbrot Securities, Ltd (50%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Partner, Mandelbrot Investments, Ltd.</td>
<td></td>
<td></td>
<td>• Mandelbrot Investments, Ltd (50%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Shareholder, Prytime Medical Devices Inc</td>
<td></td>
<td></td>
<td>• Prytime Medical Devices, Inc (58%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Fiduciary Director, Southwest Bancshares, Inc.</td>
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</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Fiduciary Director, The Bank of San Antonio</td>
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</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Fiduciary Director, Southwest Bancshares, Inc.</td>
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</tr>
</tbody>
</table>

Form FR Y-6
Capitol of Texas Bancshares, Inc.
Austin, Texas
Fiscal Year Ending December 31, 2018
<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
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</tr>
</thead>
<tbody>
<tr>
<td>Richard S. Hill</td>
<td>Commercial Real Estate Broker</td>
<td>Advisory Director, The Bank of Austin</td>
<td>• Principal, Cavender Hill Properties Inc.</td>
<td>• Vice President, HPI Real Estate, Inc.</td>
<td>2%</td>
<td>N/A</td>
<td>• HPI Real Estate, Inc. (33%)</td>
</tr>
<tr>
<td>Austin, TX</td>
<td></td>
<td></td>
<td>• Vice President, HPI Real Estate Management Inc</td>
<td>• Voting Member, HPI DFW Holdings, LLC</td>
<td></td>
<td></td>
<td>• HPI Self Storage Investments LLC (27%)</td>
</tr>
<tr>
<td>USA</td>
<td></td>
<td></td>
<td>• Voting Member, HPI Self Storage Investments LLC</td>
<td>• President, Kitychco, Inc.</td>
<td></td>
<td></td>
<td>• Kitychco, Inc (99%)</td>
</tr>
</tbody>
</table>