

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):

September 30, 2020

Month / Day / Year

I. Stacey Morris-Potter

Name of the Holding Company Director and Official

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.

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

Reporter's Name, Street, and Mailing Address

Plains Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 929

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

Dimmitt

TX

79027

City

State

Zip Code

201 N Broadway

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:

Ariana Loera

VP/Accounting Manager

Name

Title

806-797-9960

Area Code / Phone Number / Extension

806-795-2250

Area Code / FAX Number

aloera@firstunited.net

E-mail Address

www.firstunited.bank

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

Signature of Holding Company Director and Official

12/03/2020

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.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.

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)

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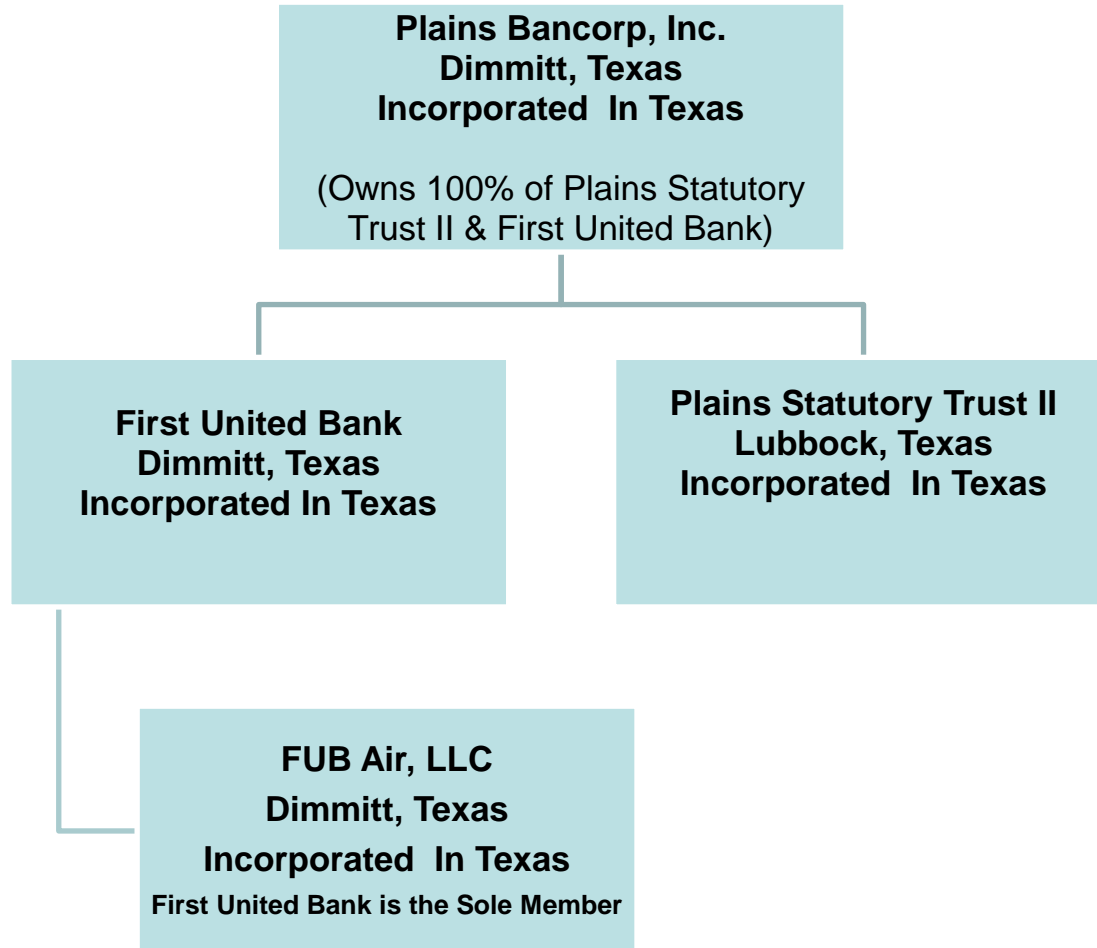
Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

CORPORATE STRUCTURE



LEI: None for all Entities

Results: A list of branches for your depository institution: **FIRST UNITED BANK (ID_RSSD: 578255)**.
 This depository institution is held by **PLAINS BANCORP, INC. (1108163)** of **DIMMITT, TX**.
 The data are as of **09/30/2020**. Data reflects information that was received and processed through **01/05/2021**.

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.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
		Full Service (Head Office)	578255	FIRST UNITED BANK	201 N BROADWAY	DIMMITT	TX	79027	CASTRO	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	
		Full Service	3271922	AMARILLO COLONIES BRANCH	ONE FIRST UNITED BANK PARKWAY	AMARILLO	TX	79119	RANDALL	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	
		Full Service	3399291	AMARILLO TRADEWIND BRANCH	1900 SE 34TH AVENUE	AMARILLO	TX	79118	RANDALL	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	
		Full Service	3400209	CANYON BRANCH	801 23RD STREET	CANYON	TX	79015	RANDALL	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	
		Limited Service	643854	DETACHED DRIVE-IN FACILITY	201 N BROADWAY	DIMMITT	TX	79027	CASTRO	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	
		Full Service	1431003	EARTH BRANCH	MAIN & CEDAR	EARTH	TX	79031	LAMB	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	
		Full Service	561958	LAMESA BRANCH	602 N FIRST ST	LAMESA	TX	79331-5408	DAWSON	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	
		Full Service	3542903	LITTLEFIELD BRANCH	2003 SOUTH HALL AVENUE	LITTLEFIELD	TX	79339	LAMB	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	
		Full Service	4371605	INDIANA AVENUE BRANCH	9801 INDIANA AVE	LUBBOCK	TX	79423	LUBBOCK	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	
		Full Service	2452117	LUBBOCK NORTHWEST BRANCH	5802 4TH STREET	LUBBOCK	TX	79416	LUBBOCK	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	
		Full Service	825856	LUBBOCK SOUTHWEST BRANCH	6604 FRANKFORD AVENUE	LUBBOCK	TX	79424	LUBBOCK	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	
		Full Service	236564	SEAGRAVES BRANCH	106 MAIN STREET	SEAGRAVES	TX	79359	GAINES	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	
		Full Service	3542891	SEMINOLE BRANCH	601 NORTHWEST AVENUE B	SEMINOLE	TX	79360	GAINES	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	
		Full Service	350460	SUDAN BRANCH	200 MAIN ST	SUDAN	TX	79371	LAMB	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	
		Full Service	4319849	WICHITA FALLS BRANCH	2904 GARNETT AVENUE	WICHITA FALLS	TX	76308	WICHITA	UNITED STATES	Not Required	Not Required	FIRST UNITED BANK	578255	

Plains Bancorp, Inc.

Insiders

Item 3 (1)

<u>Family</u>	<u>Name</u>	<u>Citizenship</u>	<u>Number of Shares</u>	<u>Percent of Ownership</u>
Bain Family	RMB 2012 Family Trust Lubbock, Texas Trustees: R. Mark Bain & Michael L. Bain	USA	3,000	15.18%
	Ray Mark Bain 2007 Trust Lubbock, Texas Trustee: Ray Mark Bain	USA	1,722	8.71%
	Michael L. Bain 2007 Trust Canyon, Texas Trustee: Michael L. Bain	USA	1,722	8.71%
	R. Mark Bain Lubbock, Texas	USA	1,338	6.77%
	Michael L. Bain Lubbock, Texas	USA	1,338	6.77%
	Nancy Seybert Perryton, Texas	USA	600	3.04%
	Nancy Bain Seybert 2007 Trust Perryton, Texas Trustee: Nancy Bain Seybert	USA	456	2.31%
	Ray Mark Bain Children's Trust Lubbock, Texas Trustee: R. Mark Bain	USA	259	1.31%
	Michael L. Bain Children's Trust Canyon, Texas Trustee: Michael L. Bain	USA	259	1.31%
	Nancy Bain Seybert Children's Trust Perryton, Texas Trustee: Nancy Bain Seybert	USA	172	0.87%
Total Bain Shares			<u>10,866</u>	<u>54.98%</u>
Schaeffer Family	David Schaeffer Amarillo, Texas	USA	1,662	8.38%
	Stanley Schaeffer Dimmitt, Texas	USA	900	4.55%
	Jackie Byrnes Dimmitt, Texas	USA	700	3.54%
	Jerry Schaeffer Lubbock, Texas	USA	700	3.54%
Total Schaeffer Shares			<u>3,962</u>	<u>20.01%</u>
	Johnny Trotter Hereford, Texas	USA	2,152	10.89%

Item 3 (2)

N/A

(1) Name & Address	(2) Principal Occupation	(3)(a) Holding Company Position(s)	(3)(b) Subsidiary Position(s)	(4)(a) % Owned (BHC)	(4)(b) % Owned (subs)	(3)(c) Other Business Position(s)	(4)(c) Business % Owned
Stanley Schaeffer Amarillo, Texas USA	Investments	Director	First United Bank Director, Emeritus	4.55%	N/A		
						B & S Cattle - Partner	50% - B&S Cattle
						Grain Investors, Inc. - Shareholder, Director	37.50% - Grain Investors, Inc.
						OPM Properties - Partner	33.33% - OPM Properties
						Frontier Capital Group Ltd - Shareholder, Director	
						Frontier Capital Group Tx Partner	
						Aurora One Real Estate - Limited Partner	
						JT Real Estate - Partner	
						Frontier Investments Partner	50% - Frontier Investments
						Frontier Ventures - Partner	
						JFS Capital Group, Partner	
						National Finance Credit Corporation - Director	
						Texas Livestock Marketing Association - Director	
Johnny Trotter Hereford, Texas USA	Ranching	Director	First United Bank Director	10.89%	N/A		
						Livestock Investors, Inc. President	70% Livestock Investors, Inc.
						Bar G Trucking - President	100% Bar G Trucking
						XCL Feeders, Inc. - President	100% XCL Feeders
						JT Real Estate - Partner	60% JT R/E
						First Financial Bankshares Director (388,938 shares)	
						Hereford State Bank Director	
						Trotter-Matthews - Partner	50% Trotter- Matthews

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						Trotter-Parker - Partner	50% Trotter-Parker
						Texas Auto Inv. - Partner	65% Texas Auto Inc.
						Trotter-Scarmardo - Partner	50% Trotter-Scarmardo
						Trotter & Lloyd - Partner	50% Trotter & Lloyd
						Frontier Capital Group Ltd Limited Partner	
						Pact Properties LP - Owner	
						Panhandle Express Transportation LLC - Partner	50% Panhandle Express Transportation
						Deaf Smith Enterprises - Owner	50% Deaf Smith Enterprises Owner
						Equine Center Land Co - Director, Shareholder	50% Equine Center Land Co
						Granada Farms, Inc. - Director, Shareholder	50% Granada Farms, Inc.
						Buffalo Technology Group - Partner	
						JK Ranch - Partner	50% JK Ranch
						Aransas Pass LP - Partner	50% Aransas Pass LP
						AA Ruidoso Downs - Partner	33% AA Ruidoso Downs
						AA Ruidoso Horse Sales - Partner	33% AA Ruidoso Horse Sales
						JFS Capital Group, Partner	
David Schaeffer Dimmitt, Texas USA	Accountant	Chairman, Director	First United Bank Director	8.38%	N/A		
						Stanley Schaeffer & Associates, CPA's Partner	33.33% Stanley Schaeffer Associates, CPA's

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						Frontier Capital Group Ltd Treasurer, Director	
						Livestock Investors, LTD Director	
						OPM Properties - Partner	33.33% OPM Properties
						Frontier Ventures - Partner	
						Grain Investors, Inc. - Director	
						Pioneer Investments, Inc. - Partner	40% Pioneer Investments
						JT Real Estate - Partner	
						Bryan Brothers P/S - Partner	33.33% Bryan Brothers P/S
						JDJ Capital Group, LLP Partner	33.33% JDJ Capital Group
						Delm Investments - Chief Executive Manager	33.33% Delm Investments
						Frontier Capital Group Tx P/S - Partner	
Michael L. Bain Canyon, Texas USA	Banking	Vice President, Director		31.97%			
			First United Bank Director / President		N/A	MIRAB Investments General Partner	100% MIRAB Inv
			FUB Air, LLC Manager		N/A	Miramar Investments Partner	33.33% Miramar Investments
						Back Nine Land & Cattle Sole Proprietor	100% Back Nine Land & Cattle
						Pioneer Investments Partner	25% Pioneer Inv
						Frontier Capital Group Ltd Partner	
						Bain Brothers Capital Partner	50% Bain Brothers Capital
						Bain Family Capital L.P. Partner	

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						M&M Capital - Partner	50% M&M Capital
						StockStat, LP - Partner	50% StockStat, LP
R. Mark Bain Lubbock, Texas USA	Banking	Vice Chairman President & CEO Director		31.97%		Bain Brothers Capital Partner	50% Bain Brothers Capital
						Bain Family Capital L.P. Limited Partner	32.67% Bain Family Capital LP
			First United Bank Director/CEO		N/A	Bain Family Management LLC - Member Managed	33.33% Bain Family Mgmt
						Frontier Capital Group Ltd Partner	
			Trust, II Administrator		N/A	M & M Capital - Partner	50% M&M Capital
						Miramar Investments Partner	33.33% Miramar Investments
			FUB Air, LLC Manager		N/A	Pioneer Investments Partner	
						Plains Investcorp, Inc - Partner	50% Plains Investcorp, Inc.
						Rising Star Capital - Partner	100% Rising Star Capital
						Bain Foundaton - Director	
Rick C. Boyd Lubbock, Texas USA	Banking	Director		0.30%		N/A	N/A
			First United Bank Director, EVP South Region		N/A		
Scott Bentley Amarillo, Texas USA	Banking	Director		1.18%		N/A	N/A
			First United Bank Director, President Amarillo Region		N/A		
Stacey Morris-Potter Lubbock, Texas USA	Banking	Secretary		0.81%		Potter Interests Ltd Member - Partner/Owner	100% Potter Interests, Ltd

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			First United Bank Director, COO & EVP		N/A	MSP Management LLC Member Managed	100% MSP Mgmt LLC
						Mo-Po Properties, LLC - President/Owner	100% Mo-Po Properties, LLC
Jim Bradford Dimmitt, Texas USA	Cotton Ginning	Director		0.50%		B & B Gin Services- President	80% B&B Gin Services
			First United Bank Director		N/A	North Gin - President	54% North Gin
Phillip Mark Nichols Seminole, Texas USA	Farming, Ginning	Director		0.50%		Mark & Lucy Nichols Farms Partner	50% Mark & Lucy Nichols Farms
			First United Bank Director		N/A	Nichols Farms - Partner	50% Nichols Farms
						Seminole Service Gin Partner	50% Seminole Gin
Donny Carpenter Dimmitt, Texas USA	Agriculture	Director		0.50%		D & M Enterprises Ltd Partner	99% D&M Enterprises Ltd
			First United Bank Director		N/A	D & M Management Inc. President	100% D&M Mgmt
						Donny Carpenter Farms Ltd Limited Partner	99% Donny Carpenter Farms
						C & S Inc. Vice President	50% C&S Inc.
						2 Kids Inc. - President	100% 2 Kids Inc.
						Top of Texas Trailers Ltd Partner	50% Top of Texas Trailers, Ltd
						A & D Ag Partnership Partner	50% A&D Ag Partnership
David Blackburn Lubbock, Texas USA	Banking	Director		0.71%		N/A	N/A
			First United Bank Director, CFO & EVP		N/A		

