

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, 1850g(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, 2020

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Quinlan Bancshares, Inc.

Legal Title of Holding Company

5700 Legacy Dr., Suite 10

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

Plano	TX	75024
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Mike McCain VP, Secretary, Treasurer, Dir

Name Title

972-673-4081

Area Code / Phone Number / Extension

972-673-4069

Area Code / FAX Number

mikemccain@bmkbnk.com

E-mail Address

None

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

I, Michael R. McCain

Name of the Holding Company Director and Official

V.P., Secretary, Treasurer, Director

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

09/01/2021

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

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."

Quinlan Bancshares, Inc
5700 Legacy Dr., Suite 10
Plano, Texas 75024

REPORT ITEM 1:

1.a: none
1.b: See Attachments

REPORT ITEM 2:

2.a: See Attachments
2.b: See Attachments

REPORT ITEM 3:

See Attachments

REPORT ITEM 4:

See Attachments

CONFIRMATION:



Mike McCain, Director

REPORT ITEM 1:

Quinlan Bancshares, Inc
5700 Legacy Dr., Suite 10
Plano, Texas 75024
Balance Sheet

ASSETS

	2019	2020	Change
Cash & Due From Bank	11,609.96	377,148.66	365,538.70
Investment - Benchmark Bank	66,031,030.60	71,328,671.68	5,297,641.08
Investment - Quinlan Statutory Trust I	60,000.00	51,000.00	(9,000.00)
Other Assets	35,919.78	35,919.78	0.00
Amortization-Other Assets	(35,919.78)	(35,919.78)	0.00
Computer System	8,232.41	8,232.41	0.00
Accum Deprec - Computer Sys	(8,232.41)	(8,232.41)	0.00
Long Term Debenture Cost	80,000.00	80,000.00	0.00
Accum Amort - Debenture Cost	(80,000.00)	(80,000.00)	0.00
TOTAL ASSETS	<u>66,102,640.56</u>	<u>71,756,820.34</u>	<u>5,654,179.78</u>

LIABILITIES & CAPITAL

Long Term Subordinated Debentures	2,000,000.00	1,700,000.00	(300,000.00)
Long Term Notes	0.00	0.00	0.00
Accrued Interest	0.00	2,289.08	2,289.08
Common Stock \$0.01 Par			0.00
Value (1,500,702 Shares)	15,187.86	15,239.26	51.40
Surplus	10,242,391.20	10,567,753.20	325,362.00
Accum Other Comprehensive Income	0.00	(599,690.00)	(599,690.00)
Treasury Stock	0.00	0.00	0.00
Retained Earnings	53,845,061.50	60,071,228.80	6,226,167.30
TOTAL LIABILITIES & SHAREHOLDERS EQUITY	<u>66,102,640.56</u>	<u>71,756,820.34</u>	<u>5,654,179.78</u>

REPORT ITEM 1:**Quinlan Bancshares, Inc
5700 Legacy Dr., Suite 10
Plano, Texas 75024
Income Statement****INCOME**

	2019	2020
Distributions- Benchmark Bank	5,900,000.00	5,200,000.00
Distributions - Quinlan Statutory Trust I	3,646.21	2,152.62
Other Income	6,236.52	416.93
	<u>6,236.52</u>	<u>416.93</u>
Total Income	5,909,882.73	5,202,569.55

EXPENSE

Interest Expense	10,126.02	0.00
Legal Fees	0.00	0.00
Misc Expense	118,742.14	74,043.34
	<u>118,742.14</u>	<u>74,043.34</u>
Total Expense	128,868.16	74,043.34
Income before Tax & Undistributed Income of Subsidiaries	<u>5,781,014.57</u>	<u>5,128,526.21</u>
Applicable Income Tax	0.00	0.00
Equity in Undistributed Income(Loss) of Non-Bank Subsidiaries	0.00	0.00
Income(Loss) of Holding Co Subsidiaries	<u>6,978,625.96</u>	<u>5,297,641.08</u>
NET INCOME	<u><u>12,759,640.53</u></u>	<u><u>10,426,167.29</u></u>

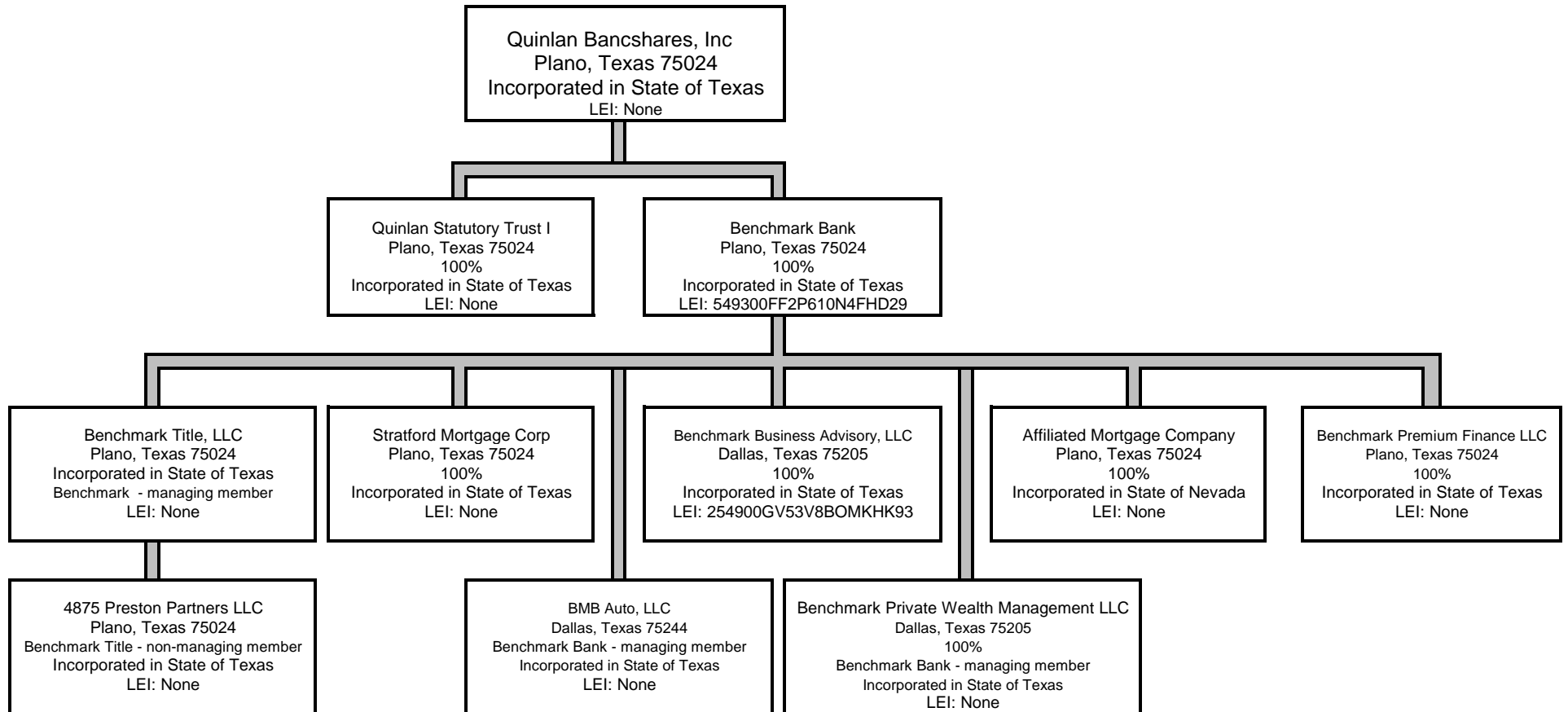
REPORT ITEM 1:**Quinlan Bancshares, Inc
5700 Legacy Dr., Suite 10
Plano, Texas 75024**

	2019	2020
<u>BEGINNING CASH BALANCE</u>	620,667.98	11,609.96
<u>Sources of Funds</u>		
Cash Distribution Benchmark Bank	5,900,000.00	5,200,000.00
Cash Distribution Non Bank Subsidiaries	11,646.21	2,152.62
Sell Quinlan Bancshares Stock	365,100.08	325,413.40
Sell Treasury Stock	0.00	0.00
Issue Long Term Notes	0.00	0.00
Account Receivable - received	0.00	0.00
Other Investments	0.00	9,000.00
Accrued Interest	0.00	2,289.08
Misc Income	6,236.52	416.93
	<hr/>	<hr/>
Total Funds Available	6,282,982.81	5,539,272.03
<u>Uses of Funds</u>		
Other Taxes Paid	0.00	0.00
Long Term Debenture Payments	318,000.00	300,000.00
Long Term Notes Payments	600,000.00	0.00
Dividends Paid	5,840,000.01	4,199,999.99
Interest Paid	10,126.02	0.00
Capital Injection in Benchmark Bank	0.00	0.00
Capital Injection in Quinlan Statutory Trust	0.00	0.00
Other Assets (accrued int paid)	5,172.66	0.00
Repurchase Stock	0.00	599,690.00
Misc Expense	118,742.14	74,043.34
	<hr/>	<hr/>
Total Used Funds	6,892,040.83	5,173,733.33
Cash Increase (Decrease)	(609,058.02)	365,538.70
<u>ENDING CASH BALANCE</u>	<hr/> <hr/> 11,609.96	<hr/> <hr/> 377,148.66

REPORT ITEM 1:**Quinlan Bancshares, Inc
5700 Legacy Dr., Suite 10
Plano, Texas 75024**

STOCKHOLDERS EQUITY	2019	2020	Change
Common Stock \$0.01 Par Value(1,500,702 shares)	15,187.86	15,239.26	51.40
Surplus	10,242,391.20	10,567,753.20	325,362.00
Treasury Stock	0.00	(599,690.00)	(599,690.00)
Accum Other Comprehensive Income	0.00	0.00	0.00
Retained Earnings	<u>53,845,061.50</u>	<u>60,071,228.80</u>	<u>6,226,167.30</u>
	64,102,640.56	70,054,531.26	5,951,890.70

REPORT ITEM 2:



Results: A list of branches for your depository institution: **BENCHMARK BANK (ID_RSSD: 980960)**.

This depository institution is held by **QUINLAN BANCSHARES, INC. (1133428)** of **PLANO, TX**.

The data are as of **12/31/2020**. 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
OK		Full Service (Head Office)	980960	BENCHMARK BANK	5700 LEGACY DR, STE 10	PLANO	TX	75024-3505	COLLIN	UNITED STATE	Not Required	Not Required	BENCHMARK BAN	980960	
OK		Full Service	4506256	35TH STREET BRANCH	3500 CRAWFORD AVENUE	AUSTIN	TX	78703	TRAVIS	UNITED STATE	Not Required	Not Required	BENCHMARK BAN	980960	
OK		Full Service	4458702	DALLAS - UPTOWN BRANC	2100 MCKINNEY AVENUE SUITE 100	DALLAS	TX	75201	DALLAS	UNITED STATE	Not Required	Not Required	BENCHMARK BAN	980960	
OK		Full Service	3313402	PARK CITIES BRANCH	7019 HILLCREST AVENUE	DALLAS	TX	75205-1321	DALLAS	UNITED STATE	Not Required	Not Required	BENCHMARK BAN	980960	
OK		Full Service	5376045	PRESTON & ROYAL BRANC	10763 PRESTON ROAD	DALLAS	TX	75230	DALLAS	UNITED STATE	Not Required	Not Required	BENCHMARK BAN	980960	
OK		Full Service	5433724	HOUSTON WOODWAY	6348 WOODWAY DRIVE	HOUSTON	TX	77057	HARRIS	UNITED STATE	Not Required	Not Required	BENCHMARK BAN	980960	
OK		Full Service	4869335	THE WOODLANDS BRANCH	2501 RESEARCH FOREST DRIVE SUIT	THE WOODLANDS	TX	77381	MONTGOMERY	UNITED STATE	Not Required	Not Required	BENCHMARK BAN	980960	
OK		Full Service	5097395	WESTLAKE BRANCH	3811 BEE CAVE RD	WEST LAKE HILLS	TX	78746	TRAVIS	UNITED STATE	Not Required	Not Required	BENCHMARK BAN	980960	

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Quinlan Bancshares, Inc.
 Plano, Texas 75024
 Fiscal Year Ending December 31, 2020

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 12-31-2020			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 12-31-2020		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Michael A. Barnett Dallas, Texas USA	USA	230,853 shares 15.38%	N/A		
Susan T. Barnett Dallas, Texas USA	USA	230,853 shares 15.38%	N/A		
Megan Barnett Filgo Dallas, Texas USA	USA	462,924 shares 30.85%	N/A		
Michael C. Barnett Dallas, Texas USA	USA	462,924 shares 30.85%	N/A		

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Quinlan Bancshares Inc.
Plano, Texas USA
Fiscal Year Ending 12/31/2020

Report Item 4: Insiders

(1) Name & Address (City, State, Country)	(2) Principal Occupation, if other than with holding company	(3)(a) Title/Position with holding company	(3)(b) Title/Position with Subsidiaries (including subsidiary name)	(3)(c) Title/Position with Other Businesses (including business name)	(4)(a) Percentage of Voting Securities in holding company	(4)(b) Percentage of Voting Securities in Subsidiaries (including subsidiary name)	(4)(c) Percentage of Voting Securities in any other co. (including co. name) if ≥ 25%
Michael A. Barnett Dallas, TX USA	Businessman	Chairman, President & Director of Quinlan Bancshares, Inc.	Chairman & Director of Benchmark Bank	Chairman & Director: Barnett Interest President: Texas Benchmark Inn Management Co. Limited Partner: Dry Creek Ranch, Ltd. Limited Partner: Barnett Family Limited Partnership, LTD Shareholder: Barnett Lane Investments Limited Partner: 102 S. Main JV Chairman & Director: Huntington Property Company Limited Partner: Members Asset Holding, LC Chairman & Director: Riverbend Property Company Chairman & Director: S&B Equities, Inc. Limited Partner: S&B Financial, Ltd Limited Partner: FM 407 LTD Chairman & Director: San Saba Property Company Trigid Partners Inc.	15.38%	0.00% of Benchmark Bank	Chairman & Director: Barnett Interest: 100% President: Texas Benchmark Inn Management Co.: 50% Limited Partner: Dry Creek Ranch, Ltd.: 55% Limited Partner: Barnett Family Limited Partnership, LTD: 34.50% Shareholder: Barnett Lane Investments: 100% Limited Partner: 102 S. Main JV: 50% Chairman & Director: Huntington Property Company: 50% Limited Partner: Members Asset Holding, LC: 27.14% Chairman & Director: Riverbend Property Company: 50% Chairman & Director: S&B Equities, Inc.: 37.50% Limited Partner: S&B Financial, Ltd: 44% Limited Partner: FM 407 LTD: N/A Chairman & Director: San Saba Property Company: N/A Shareholder 25%
Susan T. Barnett Dallas, TX USA	Housewife	Vice President & Director	None	Limited Partner: Barnett Family Limited Partnership (Michael A Barnett's Wife, Community Property Ownership in Companies listed above)	15.38%	0% Benchmark Bank	Limited Partner: Barnett Family Limited Partnership: 34.50%
Megan Barnett Filgo Dallas, TX USA	Banker	Director	None	Limited Partner: Members Asset Holdings, LC Limited Partner: Filgo Barnett, LC	30.85%	0% Benchmark Bank	Limited Partner: Members Asset Holdings, LC: 30.85% Limited Partner: Filgo Barnett, LC: 50%
Michael C. Barnett Dallas, TX USA	Attorney	Director	None	Limited Partner: Members Asset Holdings, LC Limited Partner: Filgo Barnett, LC Limited Partner: MCB Potomac Hospitality, LLC	30.85%	0% Benchmark Bank	Limited Partner: Members Asset Holdings, LC: 30.85% Limited Partner: Filgo Barnett, LC: 50% Limited Partner : MCB Potomac Hospitality, LLC: 100%
Michael R. McCain Plano, TX USA	Businessman	V.P., Treasurer, Secretary & Director	Director of Benchmark Bank	Managing Partner: MMM Partners Exce Vice President: San Saba Property Company Limited Partner: Members Asset Holding, LC Limited Partner: Parkwood Development, LTD Manager: P.D. Advisors II, LLC Manager: P.D. Advisors, LLC Exce Vice President: Riverbend Property Company Exce Vice President: Huntington Property Company Vice President: Barnett Interest	1.01%	0% Benchmark Bank	Managing Partner: MMM Partners: 40% Exce Vice President: San Saba Property Company: 26% Limited Partner: Members Asset Holding, LC: N/A Limited Partner: Parkwood Development, LTD: N/A Manager: P.D. Advisors II, LLC: N/A Manager: P.D. Advisors, LLC: N/A Exce Vice President: Riverbend Property Company: N/A Exce Vice President: Huntington Property Company: N/A Vice President: Barnett Interest: N/A
Turner Brown Dallas, TX USA	Businessman	V.P. Treasurer, Secretary	None	Managing Member: TAB Holdings, LLC Vice President: Barnett Interest	0.00%	0% Benchmark Bank	Managing Member: TAB Holdings, LLC: 100% Vice President: Barnett Interest: N/A