

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, 2020

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, J. Bruce Bugg, Jr.

Name of the Holding Company Director and Official

Chairman, CEO and President

Title of the Holding Company Director and Official

Southwest 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

1900 NW Loop 410, San Antonio, TX 78213

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Amy J. Sondergeld CFO, Texas Partners Bank

Name Title

210-807-5511

Area Code / Phone Number / Extension

210-807-5511

Area Code / FAX Number

amy.sondergeld@texaspartners.bank

E-mail Address

N/A

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

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

03/29/2021

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 0

In accordance with the General Instructions for this report (check only one),

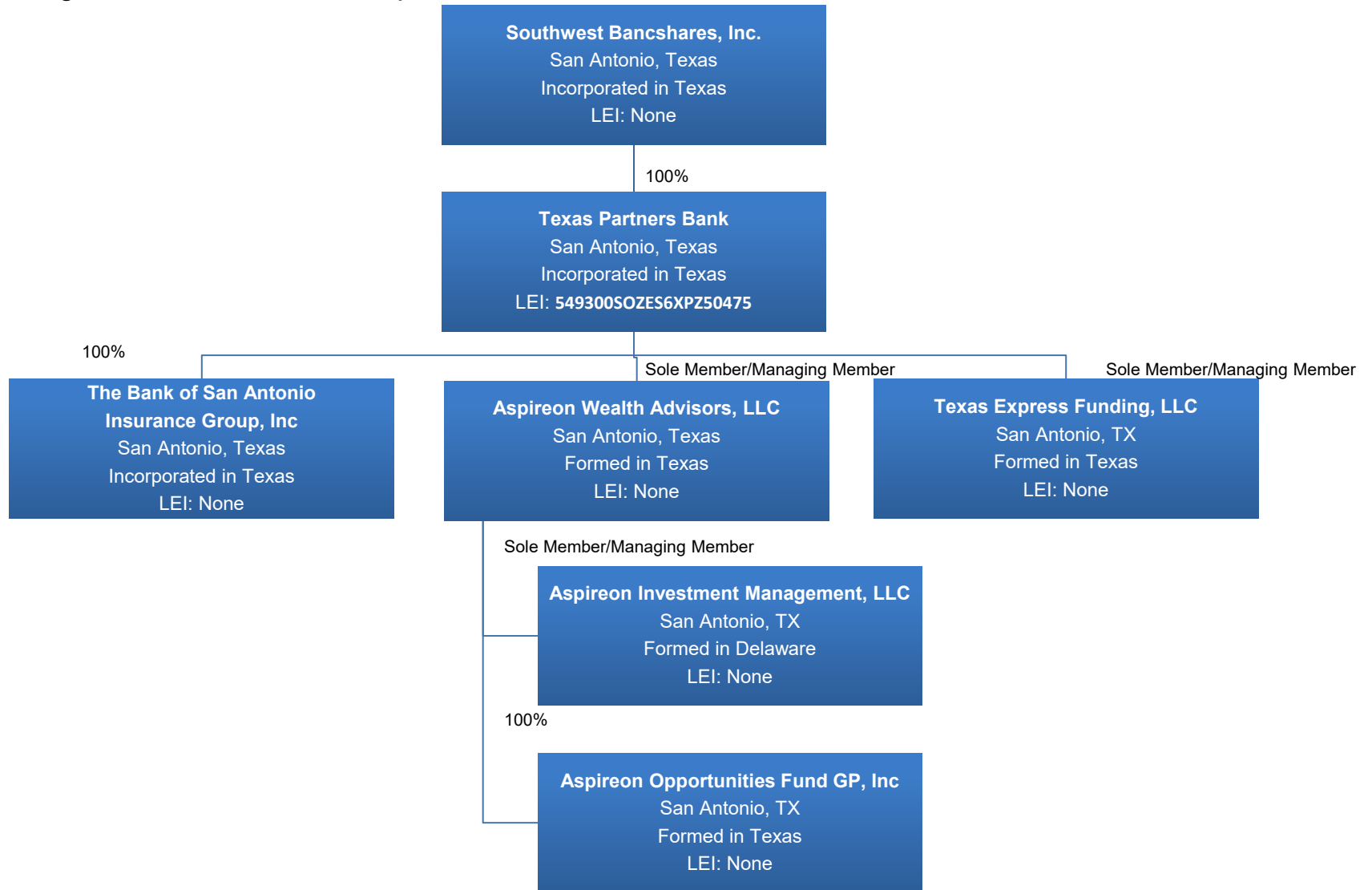
- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately ...

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

Form FR Y-6
Southwest Bancshares, Inc.
San Antonio, Texas
Fiscal Year Ending December 31, 2020

Report Item

2a: Organizational Chart as of open of business



Report Item 2b

Results: A list of branches for your holding company: SOUTHWEST BANCSHARES, INC. (3593286) of SAN ANTONIO, 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)	3548567	TEXAS PARTNERS BANK	1900 NORTHWEST LOOP 410	SAN ANTONIO	TX	78213	BEXAR	UNITED STATES	Not Required	Not Required	TEXAS PARTNERS BANK	3548567	
OK		Full Service	5082382	AUSTIN OFFICE	8611 NORTH MOPAC EXPRESSWAY, MOPAC CENTRE SUITE 101	AUSTIN	TX	78759	TRAVIS	UNITED STATES	Not Required	Not Required	TEXAS PARTNERS BANK	3548567	
OK		Full Service	3806481	BANDERA OFFICE	800 MAIN STREET	BANDERA	TX	78003	BANDERA	UNITED STATES	Not Required	Not Required	TEXAS PARTNERS BANK	3548567	
OK		Full Service	5514829	FREDERICKSBURG OFFICE	1318 S. STATE HIGHWAY 16	FREDERICKSBURG	TX	78624	GILLESPIE	UNITED STATES	Not Required	Not Required	TEXAS PARTNERS BANK	3548567	
OK		Full Service	5163339	DOWNTOWN KERRVILLE OFFICE	200 EARL GARRETT STREET, SUITE 208	KERRVILLE	TX	78028	KERR	UNITED STATES	Not Required	Not Required	TEXAS PARTNERS BANK	3548567	
OK		Full Service	4722739	KERRVILLE OFFICE	998 SIDNEY BAKER SOUTH	KERRVILLE	TX	78028	KERR	UNITED STATES	Not Required	Not Required	TEXAS PARTNERS BANK	3548567	
OK		Full Service	4064363	ISOM ROAD BRANCH	888 ISOM ROAD, SUITE 100	SAN ANTONIO	TX	78216-4063	BEXAR	UNITED STATES	Not Required	Not Required	TEXAS PARTNERS BANK	3548567	
OK		Full Service	4474122	PEARL OFFICE	302 PEARL PARKWAY SUITE 101	SAN ANTONIO	TX	78215	BEXAR	UNITED STATES	Not Required	Not Required	TEXAS PARTNERS BANK	3548567	
OK		Full Service	3809727	STONE OAK BRANCH	227 NORTH LOOP 1604 EAST SUITE 140	SAN ANTONIO	TX	78232	BEXAR	UNITED STATES	Not Required	Not Required	TEXAS PARTNERS BANK	3548567	
OK		Full Service	5012400	SCHERTZ BRANCH	17115 INTERSTATE 35, SUITE 127	SCHERTZ	TX	78154	GUADALUPE	UNITED STATES	Not Required	Not Required	TEXAS PARTNERS BANK	3548567	

Form FR Y-6
Southwest Bancshares, Inc.
San Antonio, Texas
Fiscal Year Ending December 31, 2020

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 12-31-2020.

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
J. Bruce Bugg, Jr. San Antonio, Texas, USA	USA	Common Stock: 636,648 (11%)

3(2): N/A

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Southwest Bancshares, Inc.
San Antonio, Texas
Fiscal Year Ending December 31, 2020

Report Item

4: Insiders (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3) (a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title and Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List Names of Other Companies if 25% or more of voting securities are held
J. Bruce Bugg, Jr. San Antonio, TX USA	Private Investor	Chairman, CEO & President	•Chairman of the Board, Texas Partners Bank	•Chairman, Texas Transportation Commission •Chairman and Trustee, The Tobin Endowment •General Partner, 2B Partners •Chairman & CEO, Argyle Investment Co, LLC •Partner, Argyle Partners, Ltd. •Trustee, DLB Trust •President, James B. Bugg, Jr. PC •Trustee, JBB, Jr Trust •President, Oakwell Farms Corp. •Manager, Sunshine Advisors Management, LLC •Limited Partner, Sunshine Advisors, Ltd.	11%	N/A	•Argyle Investment Co, LLC (100%) •Argyle Partners, Ltd. (25%) •James B Bugg, Jr. PC (100%) •2B Partners (50%) •Sunshine Advisors Mgmt, LLC (50%) •Sunshine Advisors, Ltd. (49.50%)
John C. Boyle Bandera, TX USA	Private Investor	Director	Director, Texas Partners Bank	•President, Boyle’s Market, Inc. •President, Boyle’s Merchandise, Inc. •Shareholder, Boyle Family Partnership, LLC •Partner, Boyle & Boyle •President, Lakehills Market, Inc.	<1%	N/A	•Boyle’s Market, Inc (100%) •Boyle’s Merchandise, Inc (100%) •Boyle & Boyle (50%) •Lakehills Market, Inc. (100%)

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San Antonio, Texas
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Laurie Brown Austin, TX USA	Beverage Distributor	Director	Director, Texas Partners Bank	<ul style="list-style-type: none"> •Partner, Brown Distributing Company, LTD •Partner, Brown Distributing Holding, LTD •Partner, LBW GP, LLC •Manager, Four Boards Ranch, LLC •Partner, ELK RUN, LP 	<1%	N/A	<ul style="list-style-type: none"> •Four Boards Ranch, LLC (100%) •LBW GP, LLC (100%)
Robert M. Cavender San Antonio, TX USA	Private Investor	Director	Director, Texas Partners Bank	<ul style="list-style-type: none"> •President, CBM Broadway •President, 3BI, Ltd. •President, Cavender Boerne Acquisition of Texas •President, Cavender Boerne Property Real Estate LLC •President, Cavender Brothers Management •President, Cavender Buick GMC West •President, Cavender Buick of Texas •President, Cavender Cadillac of Texas •President, Land Rover San Antonio •President, Cavender Insurance Co 	3%	N/A	<ul style="list-style-type: none"> •Cavender Cadillac of Texas (33%) •Land Rover San Antonio (33%) •Cavender Buick of Texas (33%) •Cavender Boerne Acquisition of Texas (33%) •Cavender Boerne Property Real Estate LLP (33%) •CBM Broadway (33%) •Cavender Brothers Management (33%) •3BI, Ltd. (33%) •Cavender Buick GMC West (33%)

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Eugene Dawson, Jr. San Antonio, TX USA	Engineer	Director	Director, Texas Partners Bank	•President, Pape-Dawson Engineers, Inc.	3%	N/A	<ul style="list-style-type: none"> •Pape-Dawson Engineers, Inc. (34%) •D2 Partners, LP (50%) •Dawson Four Partners (25%) •D2410 Partners, LP (50%) •D2 Partners GP, LLC (50%) •New D2 Partners, LP (50%)
Brent R. Given San Antonio, TX USA	Banker	VP/Treasurer Director	<ul style="list-style-type: none"> •President and CEO, Texas Partners Bank •CEO, The Bank of San Antonio Insurance Group, Inc •Executive Vice Chairman, Aspireon Wealth Advisors, LLC 	•Advisory Director, University of Texas – San Antonio College of Business Real Estate Finance and Development Founders Council	2%	N/A	N/A
Mark E. Healy, M.D. San Antonio, TX USA	Physician	Director	Director, Texas Partners Bank	<ul style="list-style-type: none"> •Director & Member, South Texas Radiology Group, PA •Partner, Trillium Associates, Ltd •Partner, Trillium Group, LLC •Partner, 1706 Patton, LLC 	3%	N/A	N/A

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Richard S. Hill Austin, TX USA	Real Estate Developer	Director	Director, Texas Partners Bank	<ul style="list-style-type: none"> •Principal, Cavender Hill Properties, Inc. •Vice President, HPI Real Estate Inc. •Vice President, HPI Real Estate Management, Inc. •Member, HPI DFT Holdings, LLC. •Member, HPI Self Storage Investments, LLC. •President, Kitychco, Inc. 	<1%	N/A	<ul style="list-style-type: none"> •HPI Real Estate, Inc. (33%) •HPI Real Estate Management, Inc. (26%) •HPI Self Storage Investments, LLC. (27%) •Kitychco, Inc. (99%)
Steven Q. Lee San Antonio, TX USA	Real Estate Investor	Secretary Director	Director, Texas Partners Bank	<ul style="list-style-type: none"> •Partner, Sentinel Diversified Fund •Partner, Laguna Water, Ltd. •Partner, 990 Isom, Ltd. •Partner, Marathon Title Co. •Partner, Avant Interest, Ltd. •Partner, Avant Development, LLC. •Partner, Steve Lee Family Ltd. •Partner, Teton Capital Partners •Partner, Dorchester Beer Holdings •Partner, Endeavor Opportunity •Investor, Partners in Prophet •Partner, Abiso Alamo Ranch •Partner, Abiso Dominion •Partner, Abiso Helotes •Partner, Abiso Helotes Crossing •Partner, Abiso New Branufels •Partner, Abiso River Bend •Partner, Cho Oyu, LLC •Partner, QCO Limited 	2%	N/A	<ul style="list-style-type: none"> •Avant Development LLC (25%) •Avant Interest, Ltd (25%) •Cho Oyu, LLC (25%) •QCO Limited (50%) •Steve Lee Family Ltd (37%)

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Richard T. Schlosberg, III San Antonio, TX USA	Retired (Publishing and Communications)	Director	Director, Texas Partners Bank		3%	N/A	N/A
David A. Spencer San Antonio, TX USA	Venture Capitalist	Director	Director, Texas Partners Bank	<ul style="list-style-type: none"> •Partner, Mandelbrot Real Estate, Ltd •Member, Mandelbrot 5 Doors Down, LLC •Member, Mandelbrot Blanco Road, LLC •Member, Mandelbrot Crestwood, LLC •Member, Mandelbrot E. Bandera Road, LLC •Member, Mandelbrot Ellen Williams Loop, LLC •Member, Mandelbrot Enchanted Eve, LLC •Partner, Silicon Drive Office Ventures, Ltd •Partner, Spencer Enterprises, Ltd •Member, Mandelbrot Management, LLC •Partner, Mandelbrot Ventures, Ltd •Manager, Texas Intrepid Ventures, LLC •Partner, Mandelbrot Securities, Ltd •Partner, Mandelbrot Investments, Ltd. •Shareholder, Prytime Medical Devices Inc 	4%	N/A	<ul style="list-style-type: none"> •Mandelbrot Real Estate, Ltd (50%) •Mandelbrot 5 Doors Down, LLC (50%) •Mandelbrot Blanco Road, LLC (50%) •Mandelbrot Crestwood, LLC (50%) •Mandelbrot E. Bandera Road, LLC (50%) •Mandelbrot Ellen Williams Loop, LLC (50%) •Mandelbrot Enchanted Eve, LLC (50%) •Silicon Drive Office Ventures, Ltd (50%) •Spencer Enterprises, Ltd (99%) •Mandelbrot Management (50%) •Mandelbrot Ventures (50%) •Texas Intrepid Ventures, LLC (50%) •Mandelbrot Securities, Ltd (50%) •Mandelbrot Investments, Ltd (50%) •Prytime Medical Devices, Inc. (58%)