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. §§ 3105(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, 518, 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.

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.

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

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 281, 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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2020
Month / Day / Year
N/A
Report's Legal Entity Identifier (LEI) (20-Character LEI Code)

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)

Person to whom questions about this report should be directed:
Amy J. Sonderegeld CFO, Texas Partners Bank
Name Title
210-807-5511
Area Code / Phone Number / Extension
210-807-5511
Area Code / FAX Number
amy.sonderegeld@texaspartners.bank
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=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."

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.

12/2019
Southwest Bancshares, Inc.
San Antonio, Texas
Fiscal Year Ending December 31, 2020

Report Item
2a: Organizational Chart as of open of business

Southwest Bancshares, Inc.
San Antonio, Texas
Incorporated in Texas
LEI: None

100%

Texas Partners Bank
San Antonio, Texas
Incorporated in Texas
LEI: 549300SOZES6XPZ50475

100%

Sole Member/Managing Member

The Bank of San Antonio Insurance Group, Inc
San Antonio, Texas
Incorporated in Texas
LEI: None

Aspireon Wealth Advisors, LLC
San Antonio, Texas
Formed in Texas
LEI: None

Texas Express Funding, LLC
San Antonio, TX
Formed in Texas
LEI: None

Aspireon Investment Management, LLC
San Antonio, TX
Formed in Delaware
LEI: None

Aspireon Opportunities Fund GP, Inc
San Antonio, TX
Formed in Texas
LEI: None
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 UNNUM, Office Number, and ID_RSSID 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_RSSID*</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 UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSID*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>2020-12-31</td>
<td>Full Service (Head Office)</td>
<td>3548567</td>
<td>TEXAS PARTNERS BANK</td>
<td>1800 NORTHWEST LOOP 410</td>
<td>SAN ANTONIO</td>
<td>TX</td>
<td>78213</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TEXAS PARTNERS BANK</td>
<td>3548567</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2020-12-31</td>
<td>Full Service</td>
<td>5514829</td>
<td>PEARLAND OFFICE</td>
<td>6000 INTERNATIONAL DRIVE</td>
<td>BANKE</td>
<td>TX</td>
<td>77514</td>
<td>BAY COUNTY</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TEXAS PARTNERS BANK</td>
<td>3548567</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2020-12-31</td>
<td>Full Service</td>
<td>4722759</td>
<td>KERRVILLE OFFICE</td>
<td>850 SIENNA BAY SOUTH</td>
<td>KERRVILLE</td>
<td>TX</td>
<td>78028</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TEXAS PARTNERS BANK</td>
<td>3548567</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2020-12-31</td>
<td>Full Service</td>
<td>4584353</td>
<td>SOMERET ROAD BRANCH</td>
<td>888 SOMERET ROAD SUITE 100</td>
<td>SAN ANTONIO</td>
<td>TX</td>
<td>78216</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TEXAS PARTNERS BANK</td>
<td>3548567</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2020-12-31</td>
<td>Full Service</td>
<td>5513330</td>
<td>KERRVILLE OFFICE</td>
<td>1601 MAIN STREET</td>
<td>KERRVILLE</td>
<td>TX</td>
<td>78028</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TEXAS PARTNERS BANK</td>
<td>3548567</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2020-12-31</td>
<td>Full Service</td>
<td>4874129</td>
<td>PEARLAND OFFICE</td>
<td>169 PEARLAND PARKWAY SUITE 101</td>
<td>SAN ANTONIO</td>
<td>TX</td>
<td>78215</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TEXAS PARTNERS BANK</td>
<td>3548567</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2020-12-31</td>
<td>Full Service</td>
<td>3899727</td>
<td>STONE OAK BRANCH</td>
<td>227 NORTH LOOP 1604 EAST SUITE 140</td>
<td>SAN ANTONIO</td>
<td>TX</td>
<td>78212</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TEXAS PARTNERS BANK</td>
<td>3548567</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2020-12-31</td>
<td>Full Service</td>
<td>5014409</td>
<td>KERRVILLE BRANCH</td>
<td>1775 INTERSTATE 35 SUITE 127</td>
<td>KERRVILLE</td>
<td>TX</td>
<td>78028</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TEXAS PARTNERS BANK</td>
<td>3548567</td>
<td></td>
</tr>
</tbody>
</table>
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.

<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. San Antonio, Texas, USA</td>
<td>USA</td>
<td>Common Stock: 636,648 (11%)</td>
</tr>
</tbody>
</table>

3(2): N/A
## Form FR Y-6
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)

<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>
<tbody>
<tr>
<td>J. Bruce Bugg, Jr. San Antonio, TX USA</td>
<td>Private Investor</td>
<td>Chairman, CEO &amp; President</td>
<td>Chairman of the Board, Texas Partners Bank</td>
<td>Chairman, Texas Transportation Commission • Chairman and Trustee, The Tobin Endowment • General Partner, 2B Partners • Chairman &amp; 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.</td>
<td>11%</td>
<td>N/A</td>
<td>• 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%)</td>
</tr>
<tr>
<td>John C. Boyle Bandera, TX USA</td>
<td>Private Investor</td>
<td>Director</td>
<td>Director, Texas Partners Bank</td>
<td>President, Boyle’s Market, Inc. • President, Boyle’s Merchandise, Inc. • Shareholder, Boyle Family Partnership, LLC • Partner, Boyle &amp; Boyle • President, Lakehills Market, Inc.</td>
<td>&lt;1%</td>
<td>N/A</td>
<td>• Boyle’s Market, Inc (100%) • Boyle’s Merchandise, Inc (100%) • Boyle &amp; Boyle (50%) • Lakehills Market, Inc. (100%)</td>
</tr>
</tbody>
</table>
**Report Item**

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</table>
| Laurie Brown               | Beverage Distributor                                        | Director, Texas Partners Bank            | • 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                                           | • Four Boards Ranch, LLC (100%)  
• LBW GP, LLC (100%)        |                                                                 |                                                                                        |
| Robert M. Cavender         | Private Investor                                            | Director, Texas Partners Bank            | • 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  
| San Antonio, TX USA        |                                                             |                                           | 3%                                    | N/A                                           | • 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%)  |        |
### Report Item

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</thead>
</table>
| **Eugene Dawson, Jr.**  
San Antonio, TX USA | Engineer | Director | Director, Texas Partners Bank | •President, Pape-Dawson Engineers, Inc. | 3% | N/A | •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 | •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 | •Director & Member, South Texas Radiology Group, PA  
•Partner, Trillium Associates, Ltd  
•Partner, Trillium Group, LLC  
•Partner, 1706 Patton, LLC | 3% | N/A | N/A |
### Form FR Y-6
**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)

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</table>
| Richard S. Hill, Austin, TX, USA | Real Estate Developer | Director | Director, Texas Partners Bank | •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 | •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 | •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 | •Avant Development LLC (25%)  
•Avant Interest, Ltd (25%)  
•Cho Oyu, LLC (25%)  
•QCO Limited (50%)  
•Steve Lee Family Ltd (37%) |
<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>
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</tr>
</thead>
<tbody>
<tr>
<td>Richard T. Schlosberg, III San Antonio, TX USA</td>
<td>Retired (Publishing and Communications)</td>
<td>Director</td>
<td>Director, Texas Partners Bank</td>
<td></td>
<td>3%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>David A. Spencer San Antonio, TX USA</td>
<td>Venture Capitalist</td>
<td>Director</td>
<td>Director, Texas Partners Bank</td>
<td>•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</td>
<td>4%</td>
<td>N/A</td>
<td>•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%)</td>
</tr>
</tbody>
</table>