

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.

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, **Michael Scaief**

Name of the Holding Company Director and Official

**Chairman of Board and CEO**

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

**08/18/2020**

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. \_\_\_\_\_

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.

**Date of Report** (top-tier holding company's fiscal year-end):

**December 31, 2020**

Month / Day / Year

**549300KSLUE7MP08XL09**

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

Reporter's Name, Street, and Mailing Address

**Texas State Bankshares, Inc.**

Legal Title of Holding Company

**6770 W Interstate 2**

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

**Harlingen**

**TX**

**78552**

City

State

Zip Code

**6770 W. Interstate 2, Harlingen, TX 78552**

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Rita Rivas**

**Sr. Fin. Accounting Mgr.**

Name

Title

**956-661-4224**

Area Code / Phone Number / Extension

**956-972-5419**

Area Code / FAX Number

**rivas@texasregionalbank.com**

E-mail Address

**N/A (no web page)**

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

Is confidential treatment requested for any portion of this report submission? .....	0=No 1=Yes	<input checked="" type="checkbox"/>
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 .....	<input checked="" type="checkbox"/>	
2. a letter justifying this request has been provided separately ...	<input type="checkbox"/>	
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.*

<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
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TEXAS STATE BANKSHARES, INC.  
ANNUAL REPORT OF BANK HOLDING COMPANIES—FR Y-6  
DECEMBER 31, 2020

VOLUME I

Form FR Y-6

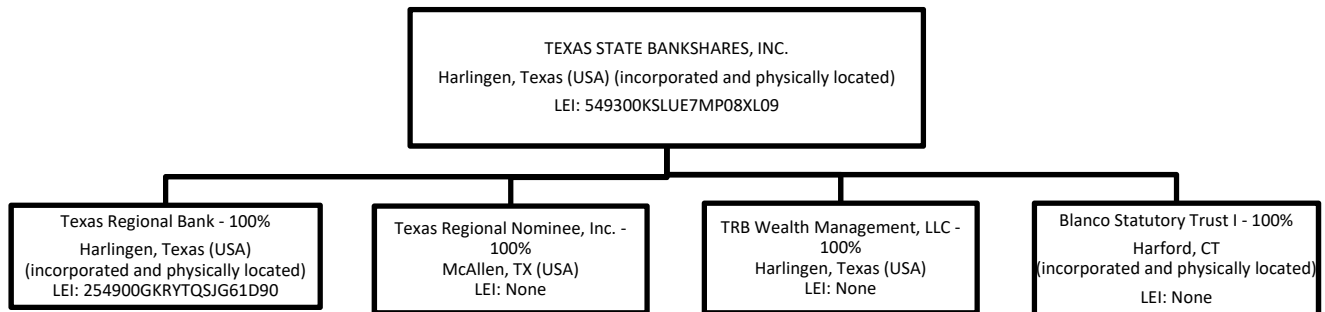
Texas State Bankshares, Inc.

Fiscal Year Ending December 31, 2020

Report Item

1: The bank holding company prepares an annual report for its securities holders. The annual shareholders' meeting will be held on May 20, 2021.

2a: Organizational Chart



**Results:** A list of branches for your depository institution: **TEXAS REGIONAL BANK (ID\_RSSD: 380458)**.  
 This depository institution is held by **TEXAS STATE BANKSHARES, INC. (4076937) of HARLINGEN, 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	12/31/2020	Full Service (Head Office)	380458	TEXAS REGIONAL BANK	6770 WEST EXPRESSWAY 83	HARLINGEN	TX	78552	CAMERON	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	5556379	LAKEWAY BRANCH	3944 RANCH ROAD 620 SOUTH	BEE CAVE	TX	78738	TRAVIS	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	219259	BLANCO BRANCH	416 4TH STREET	BLANCO	TX	78606	BLANCO	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	5331987	BOCA CHICA BRANCH	3275 BOCA CHICA BOULEVARD	BROWNSVILLE	TX	78521	CAMERON	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	4459147	BROWNSVILLE BANKING CENTER	3450 PABLO KISEL BOULEVARD	BROWNSVILLE	TX	78526	CAMERON	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	5211995	DRIPPING SPRINGS BRANCH	700 WEST HIGHWAY 290	DRIPPING SPRINGS	TX	78620	HAYS	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	3250365	EDINBURG BANKING CENTER	4925 SOUTH MCCOLL ROAD	EDINBURG	TX	78539	HIDALGO	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	5300590	EDINBURG BRANCH	203 SOUTH JACKSON STREET	EDINBURG	TX	78539	HIDALGO	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	4186201	FALFURRIAS BANKING CENTER	401 NORTH ST. MARY	FALFURRIAS	TX	78355	BROOKS	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	3008717	FREDERICKSBURG BRANCH	609 EAST MAIN STREET	FREDERICKSBURG	TX	78624	GILLESPIE	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	5192665	HARLINGEN BRANCH	2019 SOUTH 77 SUNSHINE STRIP	HARLINGEN	TX	78550	CAMERON	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	5475658	JOHNSON CITY	206 EAST MAIN STREET	JOHNSON CITY	TX	78636	BLANCO	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Limited Service	3538933	23RD STREET BANKING CENTER	5201 NORTH 23RD STREET	MCALLEN	TX	78504	HIDALGO	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	4457787	MCALLEN BANKING CENTER	4501 NORTH 10TH STREET	MCALLEN	TX	78504	HIDALGO	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	831857	MCCOLL BANKING CENTER	1801 SOUTH MCCOLL ROAD	MCALLEN	TX	78503	HIDALGO	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	4764421	MISSION BANKING CENTER	2300 EAST GRIFFIN PARKWAY	MISSION	TX	78572	HIDALGO	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	5557376	SAN BENITO	0500 WEST BUSINESS HIGHWAY 77 SUITE 101	SAN BENITO	TX	78586	CAMERON	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	5170672	SAN MARCOS BRANCH	310 WONDER WORLD DRIVE, SUITE 402	SAN MARCOS	TX	78666	HAYS	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	3542136	BULVERDE BRANCH	20475 HIGHWAY 46 WEST, SUITE 360	SPRING BRANCH	TX	78070	COMAL	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	4906409	WESLACO BANKING CENTER	400 NORTH WESTGATE DRIVE	WESLACO	TX	78596	HIDALGO	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	
OK	12/31/2020	Full Service	3542154	WIMBERLEY BRANCH	15451 RANCH ROAD 12	WIMBERLEY	TX	78676	HAYS	UNITED STATES	Not Required	Not Required	TEXAS REGIONAL BANK	380458	

Need to see why leander is not on this report.

**Form FR Y-6**  
**Texas State Bankshares, Inc.**  
**Fiscal Year Ending December 31, 2020**

**Report Item 3: Securities Holders**

(1)(a)(b)(c) and (2)(a)(b)(c)

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 12-31-20		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1) ( c ) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2) ( c ) Number and Percentage of Each Class of Voting Securities
NONE			NONE		

**Form FR Y-6**  
**Texas State Bankshares, Inc.**  
**Fiscal Year Ending December 31, 2020**

**Report Item 4: Insiders**

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

(1) Names 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 (include names of subsidiaries	(3)( c ) Title & Position with Other Businesses (include names of other businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of Subsidiaries)	(4) c ) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Michael F. Scaief San Benito, Texas	Real Estate/Agriculture Finance/Banking	Chairman of Board & President	Chairman of Board Texas Regional Bank	See Confidential Volume II	3.84%	None	See Confidential Volume II
Robert R. Farris Harlingen, Texas	Transportation	Director	Chairman Trust & Wealth Management Texas Regional Bank	See Confidential Volume II	3.44%	None	See Confidential Volume II
Tudor G. Uhlhorn Harlingen, Texas	Farming & Real Estate	Secretary, Director	N/A	See Confidential Volume II	1.87%	None	See Confidential Volume II
William L. Elliff Harlingen, Texas	Auto Dealer	Director	N/A	See Confidential Volume II	1.52%	None	See Confidential Volume II
Carlos Varela Brownsville, Texas	Insurance and Real Estate Investment	Director	N/A	See Confidential Volume II	2.64%	None	See Confidential Volume II
Mark Richards Mission, Texas	Oil and Gas	Director	N/A	See Confidential Volume II	4.79%	None	See Confidential Volume II
Michael Fallek McAllen, Texas	Hospitality	Director	N/A	See Confidential Volume II	0.25%	None	See Confidential Volume II
William Wolfe Brownsville, TX	Logistics/Distribution	Director	N/A	See Confidential Volume II	1.21%	None	See Confidential Volume II