

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.

I, Dan Odum

Name of the Holding Company Director and Official

Secretary and 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.

*DAN ODUM, Secretary*  
 Signature of Holding Company Director and Official

Date of Signature

July 14, 2021

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

NA

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

Reporter's Name, Street, and Mailing Address

Circle I Bank Group, Inc.

Legal Title of Holding Company

1617 Broadway

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

Lubbock

TX

79401

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Brodie Wash

EVP, CFO

Name

Title

432-394-4256

Area Code / Phone Number / Extension

432-394-4061

Area Code / FAX Number

bwash@westernbank.com

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."

## 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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City State Zip Code

Physical Location (if different from mailing address)

**CIRCLE I BANK GROUP, INC.**  
**LUBBOCK, TX**

*CONTENTS*  
*REPORT ITEMS*

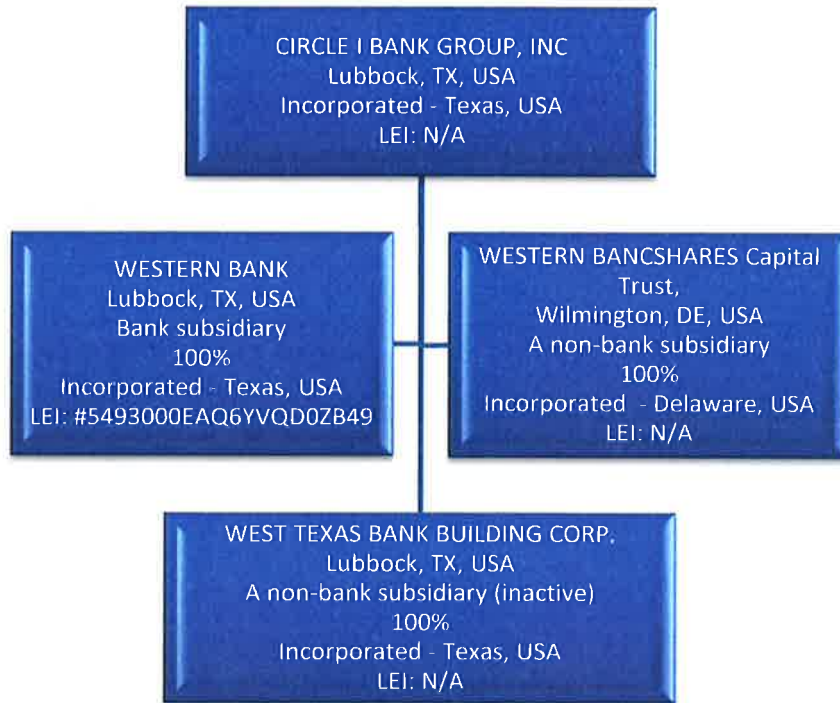
December 31, 2020

<u>Report Item Number</u>	<u>Description</u>	<u>Status</u>
1.	Annual Report to Shareholders	Not Prepared
2.A.	Organization Chart	Included
2.B.	Domestic Branch Listing	Included
3.	Securities Holders	Included
4.	Insiders	Included

**CIRCLE I BANK GROUP, INC.**  
**LUBBOCK, TX**

ORGANIZATION CHART

December 31, 2020



**Results:** A list of branches for your depository institution: [WESTERN BANK \(ID\\_RSSD: 199463\)](#).  
 This depository institution is held by [CIRCLE I BANK GROUP, INC. \(4442523\)](#) of LUBBOCK, TX.  
 The data are as of [12/31/2020](#). Data reflects information that was received and processed through [01/15/2021](#).

**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)	199463	WESTERN BANK	1617 BROADWAY STREET	LUBBOCK	TX	79401	LUBBOCK	UNITED STATES	Not Required	Not Required	WESTERN BANK	199463	
OK		Full Service	2409773	ABILENE BRANCH	2550 BUFFALO GAP ROAD	ABILENE	TX	79605-6104	TAYLOR	UNITED STATES	Not Required	Not Required	WESTERN BANK	199463	
OK		Full Service	3451032	DOWNTOWN BIG SPRING BRANCH	607 SOUTH SCURRY	BIG SPRING	TX	79720	HOWARD	UNITED STATES	Not Required	Not Required	WESTERN BANK	199463	
OK		Full Service	3650648	BROWNWOOD BRANCH	1110 CLEMENTS STREET	BROWNWOOD	TX	76801	BROWN	UNITED STATES	Not Required	Not Required	WESTERN BANK	199463	
OK		Full Service	339054	GRUVER STATE BANK	3 MAIN PLAZA	GRUVER	TX	79040	HANSFORD	UNITED STATES	Not Required	Not Required	WESTERN BANK	199463	
OK		Full Service	820057	LORAIN OFFICE	MAIN ST AND PACIFIC STREET	LORAIN	TX	79532	MITCHELL	UNITED STATES	Not Required	Not Required	WESTERN BANK	199463	
OK		Full Service	5306800	LUBBOCK 82ND STREET BRANCH	5701 82ND STREET	LUBBOCK	TX	79424	LUBBOCK	UNITED STATES	Not Required	Not Required	WESTERN BANK	199463	

**CIRCLE I BANK GROUP, INC  
LUBBOCK, TX**

SECURITIES HOLDERS

December 31, 2020

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2020

Name of Shareholders	Country of Citizenship or Incorporation	City	State	Number Of Shares	Percentage Of Shares Owned
John S. Irwin	USA	Amarillo	Texas	302,400	11.26%
John S. and Marijane M. Irwin	USA	Amarillo	Texas	282,748	10.53%
Clinton J. Irwin	USA	Gruver	Texas	302,400	11.26%
Clinton J. and Jody Irwin	USA	Gruver	Texas	282,748	10.53%
Deborah I. Odom	USA	Gruver	Texas	560,148	20.85%
Mark K. Irwin	USA	Gruver	Texas	309,340	11.51%
Mark K. and Pat C. Irwin	USA	Gruver	Texas	257,748	9.59%
K. Kyle Irwin	USA	Gruver	Texas	7,885	0.29%
K. Kyle and Kimberly K. Irwin	USA	Gruver	Texas	10,157	0.38%
Kenton P. Odom	USA	Buda	Texas	4,306	0.16%
Kenton P. Odom and Jodi Odom	USA	Buda	Texas	10,157	0.38%
Grant B. Odom	USA	San Angelo	Texas	14,463	0.54%
Jill Odom Weller	USA	Kingwood	Texas	4,306	0.16%
William Ryan and Jill Odom Weller	USA	Kingwood	Texas	10,157	0.38%
Daniel L. Odom	USA	Lubbock	Texas	4,306	0.16%
Daniel L. and Lisa Odom	USA	Lubbock	Texas	10,157	0.38%
John S. Irwin, Jr.	USA	Canyon	Texas	4,987	0.19%
John S. Irwin, Jr. and Lindsey N. Irwin	USA	Canyon	Texas	10,157	0.38%
Jeff R. Irwin	USA	Amarillo	Texas	15,144	0.56%
Mary Jane Neilson	USA	Dallas	Texas	15,144	0.56%
Brock S. Irwin	USA	Gruver	Texas	16,352	0.61%
Tanner Irwin	USA	Oakland	California	16,352	0.61%
<b>Irwin Family</b>				<b>2,451,562</b>	<b>91.27%</b>

Shareholders not listed above that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2020

All listed above.

**CIRCLE I BANK GROUP, INC  
LUBBOCK, TX**

INSIDERS

December 31, 2020

Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (includes names of other businesses)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other copmanies (includes partnerships) if 25% or more of voting securities are held (list names and percentages of voting securities held)
John S. Irwin Amarillo, TX USA	Attorney	Chairman	Chairman (Western Bank)	Partner (Sprouse, Shrader, Smith, P.C.)	21.78% <sup>1</sup>	None	N/A
Jim Richmond Abilene, TX USA	Banker	President /Director	Vice-Chariman (Western Bank)	N/A	1.49%	None	N/A
Daniel L. Odom Lubbock, TX USA	Banker	Secretary / Director	President, CEO (Western Bank)	N/A	0.54% <sup>2</sup>	None	N/A
K. Kyle Irwin Gruver, TX USA	Banker	Director	N/A	N/A	.67% <sup>3</sup>	None	N/A
Clinton J. Irwin Gruver, TX USA	Veterinarian	Director	N/A	N/A	21.78% <sup>4</sup>	None	N/A
Mark K. Irwin Gruver, TX USA	Ford Dealer	Director	N/A	N/A	21.11% <sup>5</sup>	None	N/A
Deborah I. Odom Gruver, TX USA	Retired Educator	Director	N/A	N/A	20.85%	None	N/A
Marijane M. Irwin Amarillo, TX USA	Homemaker	Principal Shareholder	N/A	N/A	10.52% <sup>1</sup>	None	N/A
Jody Irwin Gruver, TX USA	Homemaker	Principal Shareholder	N/A	N/A	10.52% <sup>4</sup>	None	N/A
Pat C. Irwin Gruver, TX USA	Homemaker	Principal Shareholder	N/A	N/A	9.59% <sup>5</sup>	None	N/A
Brodie Wash Big Spring, TX USA	Banker	Principal Shareholder	EVP, CFO (Western Bank)	N/A	1.12%	None	N/A
Josh McKeever Lubbock, TX USA	Banker	Principal Shareholder	EVP (Western Bank)	N/A	0.56% <sup>6</sup>	None	N/A
Monica McKeever Lubbock, TX USA	Homemaker	Principal Shareholder	N/A	N/A	0.56% <sup>6</sup>	None	N/A
Kenton P. Odom Buda, TX USA	Natural Gas Broker	Principal Shareholder	N/A	N/A	.54% <sup>7</sup>	None	N/A
Jill Odom Weller Kingwood, TX USA	Educator	Principal Shareholder	N/A	N/A	.54% <sup>8</sup>	None	N/A

**CIRCLE I BANK GROUP, INC  
LUBBOCK, TX**

*INSIDERS (CONT.)*

December 31, 2020

Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (includes names of other businesses)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other copmanies (includes partnerships) if 25% or more of voting securities are held (list names and percentages of voting securities held)
John S. Irwin, Jr. Canyon, TX USA	Agribusiness	Principal Shareholder	N/A	N/A	.56% <sup>9</sup>	None	N/A
Jeff R. Irwin Amarillo, TX USA	Banker	Principal Shareholder	N/A	N/A	0.56%	None	N/A
Grant B. Odom San Angelo, TX USA	Real Estate Investor	Principal Shareholder	N/A	N/A	0.54%	None	N/A
Mary Jane Neilson Dallas, TX USA	Entrepreneur	Principal Shareholder	N/A	N/A	0.56%	None	N/A
Brock S. Irwin Gruver, TX USA	Veterinarian	Principal Shareholder	N/A	N/A	0.61%	None	N/A
Tanner Irwin Oakland, CA USA	Graphic Designer	Principal Shareholder	N/A	N/A	0.61%	None	N/A
Lisa Odom Lubbock, TX USA	Homemaker	Principal Shareholder	N/A	N/A	0.38% <sup>2</sup>	None	N/A
Kimberly K. Irwin Gruver, TX USA	Educator	Principal Shareholder	N/A	N/A	.38% <sup>3</sup>	None	N/A
Jodi Odom Buda, TX USA	Educator	Principal Shareholder	N/A	N/A	.38% <sup>7</sup>	None	N/A
William Ryan Weller Kingwood, TX USA	Securities Broker	Principal Shareholder	N/A	N/A	.38% <sup>8</sup>	None	N/A
Lindsey N. Irwin Canyon, TX USA	Nurse	Principal Shareholder	N/A	N/A	.38% <sup>9</sup>	None	N/A

<sup>1</sup> Includes 10.53% of voting shares held jointly

<sup>2</sup> Includes .38% of voting shares held jointly

<sup>3</sup> Includes .38% of voting shares held jointly

<sup>4</sup> Includes 10.53% of voting shares held jointly

<sup>5</sup> Includes 9.59% of voting shares held jointly

<sup>6</sup> Includes .56% of voting shares held jointly

<sup>7</sup> Includes .38% of voting shares held jointly

<sup>8</sup> Includes .38% of voting shares held jointly

<sup>9</sup> Includes .38% of voting shares held jointly