

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, Jeff Wilkinson

Name of the Holding Company Director and Official

Chairman 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

3-30-2021

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. \_\_\_\_\_

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

N/A

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

Reporter's Name, Street, and Mailing Address

Keystone Bancshares, Inc.

Legal Title of Holding Company

11500 Bee Caves Road, Suite 150

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

<u>Austin</u>	<u>TX</u>	<u>78738</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Christian Zimmerman CFO

Name Title

512-982-9155

Area Code / Phone Number / Extension

Area Code / FAX Number

czimmerman@keystone.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	<u>0</u>
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 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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**Form Y-6**  
**Keystone Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2020**  
**Report Item 1: Annual Report to Shareholders**

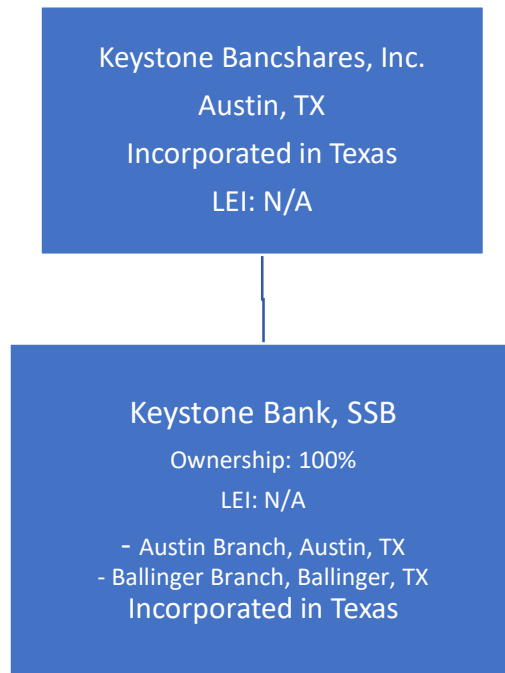
Keystone Bancshares, Inc. has not prepared an annual report to shareholders

**Form Y-6**

**Keystone Bancshares, Inc.**

**Fiscal Year Ending December 31, 2020**

**Report Item 2a: Organization Chart**



Results: A list of branches for your depository institution: **KEYSTONE BANK, NATIONAL ASSOCIATION (ID\_RSSD: 1429028)**.  
 This depository institution is held by **KEYSTONE BANCSHARES, INC. (5278372) of AUSTIN, 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)	1429028	KEYSTONE BANK, NATIONAL ASSOCIATION	11500 BEE CAVE ROAD, SUITE 150	AUSTIN	TX	78738	TRAVIS	UNITED STATES	Not Required	Not Required	KEYSTONE BANK, NATIONAL ASSOCIATION	1429028	
Close	12/28/2020	Full Service	4241445	AUSTIN DOWNTOWN BRANCH	1717 WEST SIXTH STREET, SUITE 110	AUSTIN	TX	78703	TRAVIS	UNITED STATES	Not Required	Not Required	KEYSTONE BANK, NATIONAL ASSOCIATION	1429028	
OK		Full Service	5308345	BALLINGER BRANCH	900 HUTCHINGS	BALLINGER	TX	76821	RUNNELS	UNITED STATES	Not Required	Not Required	KEYSTONE BANK, NATIONAL ASSOCIATION	1429028	

**Form Y-6**

**Keystone Bancshares, 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)(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)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name, City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name, City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
JKJ Holdings, Ltd.	USA	225,000 Common Shrs; 5.94%	n/a	n/a	n/a
Strategic Value Private Investors, LP	USA	235,000 Common Shrs; 6.20%			

Form Y-6  
 Keystone Bancshares, Inc.  
 Fiscal Year Ending December 31, 2020  
 Report Item 3: Insiders  
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include 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 companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Jeff Wilkinson Bay, TX █████ (USA)	Horseshoe N/A	Director / Chairman & CEO	Chief Executive Officer - Keystone Bank, SSB	N/A	3.24%	None	N/A
Bryan St. George TX █████ (USA)	Austin, N/A	President	President - Keystone Bank, SSB	N/A	0.48%	None	N/A
Christian Zimemrman Springs, TX █████ (USA)	Dripping (USA) N/A	CFO	Chief Financial Officer - Keystonte Bank, SSB	N/A	0%	None	N/A
Myles Sherman Austin, TX █████ (USA)	Investor	Director	N/A	Chairman - Desgin Basics, Board Member - Workify, Board Member - San Luis Spirits, Positivus L.P Greenleaf Book Group, Moonshot,	1.55%	None	N/A
Clint Greenleaf Austin, TX █████ (USA)	CEO	Director	N/A	HomePlate Peanut Butter, Tree Neutral, Bambino Balls, Pigs&Bricks, LLC	0.64%	None	N/A
Ben Mackovak █████ (USA)	Cleveland, OH Investor	Director	N/A	Principal - Strategic Value Private Investors, LP	6.38%	None	N/A
Brent Giles Kansas City, MO █████ (USA)	President & CEO	Director	N/A	President / Chief Exec Officer - Wisconsin Bank and Trust, G3 Group LLC	0.89%	None	N/A