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)); Section 6(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(b)(1), 602, and 611(a)); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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.

I, Jack Griggs,
Name of the Holding Company Director and Officer
President 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.

Date of Report (top-tier holding company's fiscal year-end):
Dec 31, 2015

Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)
n/a

Reporters Name, Street, and Mailing Address

Southwestern Bancorp, Inc.
Legal Title of Holding Company

1765 Lakeshore Dr.
(Mailing Address of the Holding Company) Street / P.O. Box

Abilene, Texas 79602
City State Zip Code

1208 S. Main St., Boerne, TX 78006
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jack Griggs
Name Title
President and CEO

Area Code / Phone Number / Extension
325-675-6750

Area Code / FAX Number
grieggs@acu.edu
E-mail Address

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

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☐ No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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 20503.12/2015
Southwestern Bancorp, Inc.
Boerne, Texas
Report Item 1
Fiscal Year Ending December 31, 2015

None, Southwestern Bancorp, Inc. does not prepare an annual report for its shareholders and is not registered with the Securities and Exchange Commission.
All ownership interest indicated are 100%.

Southwestern Bancorp, Inc

- Texas Heritage Bank
- Cross Plains Development Corp.
- T.H.B. Financial Trust I

Each of the above entities are incorporated in Texas except for the T.H.B. Trust I which originated in Delaware.

Activities of all entities are based in Boerne, Texas except Cross Plains Development Corp. which is based in Cross Plains, Texas. None of these entities have a legal entity identifier (LEI).
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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</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 UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>702359</td>
<td>TEXAS HERITAGE BANK</td>
<td>1208 SOUTH MAIN STREET</td>
<td>BOERNE</td>
<td>TX</td>
<td>78006-28</td>
<td>KENDALL</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TEXAS HERITAGE BANK</td>
<td>702359</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3583296</td>
<td>CROSS PLAINS BRANCH</td>
<td>101 NORTHWEST MAIN STREET</td>
<td>CROSS PLAINS</td>
<td>TX</td>
<td>78043-22</td>
<td>CALLAHAN</td>
<td>UNITED STATES</td>
<td>3652727</td>
<td>2</td>
<td>TEXAS HERITAGE BANK</td>
<td>702359</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>57764732</td>
<td>SAN ANTONIO IH 10 BRANCH</td>
<td>25050 IH 10 WEST</td>
<td>SAN ANTONIO</td>
<td>TX</td>
<td>78257-99</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>4412653</td>
<td>3</td>
<td>TEXAS HERITAGE BANK</td>
<td>702359</td>
<td></td>
</tr>
</tbody>
</table>
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 during the fiscal year.

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b) Country of Citizenship</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>2(a)</th>
<th>(2)(b) Country of Citizenship</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ann Biggs</td>
<td>U.S.A.</td>
<td>150,000 - 40%</td>
<td>Common Stock</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>San Antonio, Texas</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Through various trusts as Trustee:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Edward Barrett Biggs Trust of 2012</td>
<td></td>
<td>50,000 - 13.33%</td>
<td>Common Stock</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gordon Brian Biggs Trust of 2012</td>
<td></td>
<td>50,000 - 13.33%</td>
<td>Common Stock</td>
<td></td>
<td></td>
</tr>
<tr>
<td>The Biggs Grandchildren's Trust</td>
<td></td>
<td>37,500 - 10.00%</td>
<td>Common Stock</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Glenn Barrett Biggs Trust of 2012</td>
<td></td>
<td>12,500 - 3.33%</td>
<td>Common Stock</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jack Griggs</td>
<td>U.S.A.</td>
<td>150,000 - 40%</td>
<td>Common Stock</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Abilene, Texas</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Steve Mack</td>
<td>U.S.A.</td>
<td>75,000 - 20%</td>
<td>Common Stock</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Boerne, Texas</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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.

AMENDED JUL 15 2016
### Report Item 4: Insiders

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

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries</th>
<th>(3)(c) Title &amp; Position with Other Businesses</th>
<th>4(a) Percentage of Voting Securities in Holding Company</th>
<th>4(b) Percentage of Voting Securities 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>Ann Biggs</td>
<td>San Antonio, Texas</td>
<td>n/a</td>
<td>Trustee</td>
<td>none</td>
<td>none</td>
<td>40%</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>Edward Barrett Biggs Trust of 2012</td>
<td>San Antonio, Texas</td>
<td>none</td>
<td>none</td>
<td>none</td>
<td>13.33%, voting controlled by trustee</td>
<td>none</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>Gordon Brian Biggs Trust of 2012</td>
<td>San Antonio, Texas</td>
<td>none</td>
<td>none</td>
<td>none</td>
<td>13.33%, voting controlled by trustee</td>
<td>none</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>The Biggs Grandchildren’s Trust</td>
<td>San Antonio, Texas</td>
<td>none</td>
<td>none</td>
<td>none</td>
<td>10%, voting controlled by trustee</td>
<td>none</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>Glenn Barrett Biggs Trust of 2012</td>
<td>San Antonio, Texas</td>
<td>none</td>
<td>none</td>
<td>none</td>
<td>3.33%, voting controlled by trustee</td>
<td>none</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>Jack Griggs</td>
<td>Abilene, Texas</td>
<td>Banking / Investing</td>
<td>President, CEO &amp; Director (All Subsidiaries)</td>
<td>President Boerne Building LLC Boerne, Texas</td>
<td>40%</td>
<td>none</td>
<td>Boerne Building LLC (40%)</td>
<td>Leon Springs Building LLC (40%)</td>
</tr>
<tr>
<td>(1) Name</td>
<td>(2) Principal Occupation if other than with Holding Company</td>
<td>(3(a) Title &amp; Position with Holding Company</td>
<td>(3(b) Title &amp; Position with Subsidiaries</td>
<td>(3(c) Title &amp; Position with Other Businesses</td>
<td>(4(a) Percentage of Voting Securities in Holding Company</td>
<td>(4(b) Percentage of Voting Securities in Subsidiaries</td>
<td>(4(c) List names of other companies if 25% or more of voting securities are held</td>
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</tr>
</tbody>
</table>
| Cross Plains Development Corp.  
Cross Plains, TX  
Director | | | | | | | |
| Lytle Lake Water Control and Improvement District.  
Abilene, TX  
Director | | | | | | | |
| Rain Dance Capital  
Abilene, Texas  
Shareholder | | | | | | | |
| Liberty Capital Bancshares, Inc.  
Addison, Texas  
Director | | | | | | | |
| Liberty Capital Bank  
Addison, Texas  
Director | | | | | | | |
| Abilene Christian University  
Abilene, Texas  
Trustee | | | | | | | |
| Grand Works  
Abilene, Texas  
Director | | | | | | | |

**AMENDED**  
JUL 19 2016
<table>
<thead>
<tr>
<th>Name</th>
<th>Occupation if other than with Holding Company</th>
<th>(2) Principal Occupation</th>
<th>(3(a) Title &amp; Position with Holding Company</th>
<th>(3(b) Title &amp; Position with Subsidiaries</th>
<th>(3(c) Title &amp; Position with Other Businesses</th>
<th>(4(a) Percentage of Voting Securities in Holding Company</th>
<th>(4(b) Percentage of Voting Securities 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>Steve Mack</td>
<td>Banker</td>
<td>VP / Secretary &amp; Director</td>
<td>CEO (All Subsidiaries)</td>
<td>Cross Plains Development Corp.</td>
<td>20%</td>
<td>none</td>
<td>n/a</td>
<td>Boerne Building LLC</td>
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<td></td>
<td></td>
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<td>Cross Plains, TX</td>
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<td>Boerne, Texas</td>
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<td></td>
<td>President, Director</td>
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<td>Leon Springs Building LLC</td>
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<td>Boerne, Texas</td>
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<td>Abilene Christian University</td>
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<td>Abilene, Texas</td>
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<td>Vice-Chairman, Board of Trustees</td>
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<td>Kendall County EDC</td>
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<td>Boerne, Texas</td>
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<td>Treasurer, Board of Directors</td>
</tr>
</tbody>
</table>