**Board of Governors of the Federal Reserve System**

# Annual Report of Holding Companies—FR Y-6

RECEIVED
MAR 28 2016
NIC UNIT

## 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 8(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(a)(1), 602, and 611a); 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.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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.

I, Sheryl A. Cox
Name of the Holding Company Director and Official

Executive Vice 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 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

03/17/2016
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 3211012
C.I. _____

**Date of Report** (top-tier holding company's fiscal year-end):
12/31/2015
Month / Day / Year

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

Reporter's Name, Street, and Mailing Address
Vision Bancshares, Inc.
Legal Title of Holding Company

P O Box 450269
(Mailing Address of the Holding Company) Street / P.O. Box

| Laredo | TX | 78045 |
|---|---|---|
| City | State | Zip Code |

6721 McPherson Rd., Laredo TX 78041
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

| Sheryl A. Cox | Executive Vice President |
|---|---|
| Name | Title |

956-718-1350
Area Code / Phone Number / Extension

956-718-1382
Area Code / FAX Number

scox@tx-communitybank.com
E-mail Address

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:
Item 4(3)(c) and Item 4(4)(c)

- ☒ 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.

# Form FR Y-6

## Vision Bancshares, Inc.
## Annual Report of Bank Holding Company
## Fiscal Year Ending December 31, 2015

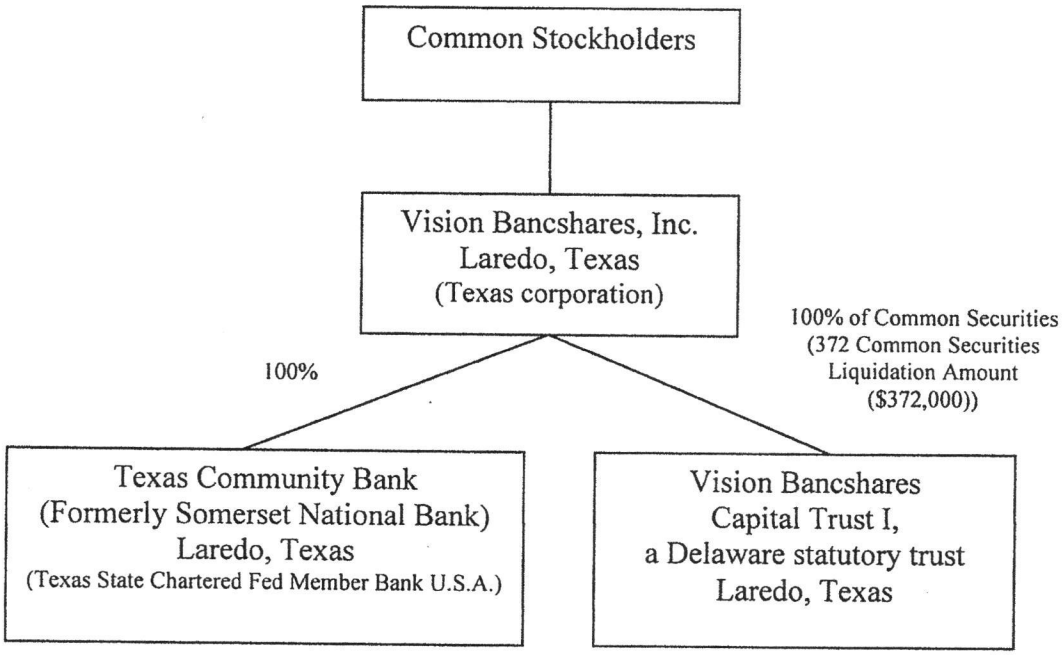
Report Item

1 - Annual Report to Shareholders

No annual report is prepared.

2a - Organization Chart

**VISION BANCSHARES, INC.**
**Laredo, Texas**
**ORGANIZATION CHART**




None of the entities above have an LEI.

2b - Domestic Branch Listing

See following copy of report emailed to Federal Reserve Bank on March 18, 2016.

AMENDED
AUG 22 2016

**Results:** A list of branches for your holding company: VISION BANCSHARES, INC. (3211012) of LAREDO, TX.
The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

**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) | 528960 | TEXAS COMMUNITY BANK | 6721 MCPHERSON ROAD | LAREDO | TX | 78041 | WEBB | UNITED STATES | 17065 | 0 | TEXAS COMMUNITY BANK | 528960 | |
| OK | | Full Service | 4037291 | BROWNSVILLE BRANCH | 3505 BOCA CHICA BOULEVARD, SUITE 109 | BROWNSVILLE | TX | 78521 | CAMERON | UNITED STATES | 493838 | 6 | TEXAS COMMUNITY BANK | 528960 | |
| OK | | Full Service | 4037303 | DEL RIO BRANCH | 305 SOUTH MAIN STREET | DEL RIO | TX | 78840 | VAL VERDE | UNITED STATES | 505884 | 8 | TEXAS COMMUNITY BANK | 528960 | |
| OK | | Full Service | 4268367 | VETERANS BOULEVARD BRANCH | 2411 VETERANS BOULEVARD | DEL RIO | TX | 78840 | VAL VERDE | UNITED STATES | 521568 | 9 | TEXAS COMMUNITY BANK | 528960 | |
| OK | | Full Service | 4037282 | MCALLEN BRANCH | 1124 EAST NOLANA | MCALLEN | TX | 78504 | HIDALGO | UNITED STATES | 493426 | 5 | TEXAS COMMUNITY BANK | 528960 | |
| OK | | Full Service | 4037273 | LAS CAMPANAS BRANCH | 1826 NORTH LOOP 1604 WEST, SUITE 150 | SAN ANTONIO | TX | 78248 | BEXAR | UNITED STATES | 505882 | 7 | TEXAS COMMUNITY BANK | 528960 | |
| OK | | Full Service | 3368260 | SAN ANTONIO 410 LOOP BRANCH | 85 NORTHEAST LOOP 410, SUITE 120 | SAN ANTONIO | TX | 78216 | BEXAR | UNITED STATES | 442450 | 3 | TEXAS COMMUNITY BANK | 528960 | |
| OK | | Full Service | 3250392 | SOMERSET BRANCH | 19401 SOMERSET ROAD | SOMERSET | TX | 78069 | BEXAR | UNITED STATES | 478490 | 4 | TEXAS COMMUNITY BANK | 528960 | |

# FR Y-6

## Vision Bancshares, Inc.
## Fiscal Year Ending December 31, 2015

Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015 | | | Shareholders 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 12-31-2015 | | |
|---|---|---|---|---|---|
| **(1)(a) Name & Address (City, State, Country)** | **(1)(b) Country of Citizenship or Incorporation** | **(1)(c) Number and Percentage of Each Class of Voting Securities** | **(2)(a) Name & Address (City, State, Country)** | **(2)(b) Country of Citizenship or Incorporation** | **(2)(c) Number and Percentage of Each Class of Voting Securities** |
| Douglas G. Macdonald<br>Laredo, Texas | USA | 215,386 (6.943%) common stock<br>374,813 (12.082%) right to vote under voting agreement<br>181,661 (5.855%) unexercised options | NONE | | |
| DKT Managed Portfolio, Ltd., Laredo, Texas | USA | 197,942 (6.380%) common stock | | | |

# Form FR Y-6

## Vision Bancshares, Inc.
## Fiscal Year Ending December 31, 2015

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

| (1) Name & Address (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) |
|---|---|---|---|---|---|---|---|
| Douglas G. Macdonald<br>Laredo, Texas | Banker | President/CEO/<br>Director | President/CEO/<br>Director-Texas<br>Community Bank | Information responsive to this item is contained in the Confidential volume. | 6.943% common stock<br>12.062% right to vote under voting agreement<br>5.855% unexercised options | -0- | Information responsive to this item is contained in the Confidential volume. |
| Sheryl A. Cox<br>Laredo, Texas | Banker | Exec VP/COO/<br>Director | Exec VP/COO/<br>Director-Texas<br>Community Bank | None | 1.57% | -0- | None |
| Joaquin G. Cigarroa III<br>Laredo, Texas | Banker | Exec VP/Director | Exec VP/Director-<br>Texas Community<br>Bank | Information responsive to this item is contained in the Confidential volume. | 1.51% | -0- | Information responsive to this item is contained in the Confidential volume. |
| Douglas M. Brice<br>Laredo, Texas | Real Estate/Propane<br>Retail | Director | Director-Texas<br>Community Bank | Information responsive to this item is contained in the Confidential volume. | 3.132% | -0- | Information responsive to this item is contained in the Confidential volume. |
| Juan B. Carranza, III<br>Laredo, Texas | Customs Broker | Director | Director-Texas<br>Community Bank. | Information responsive to this item is contained in the Confidential volume. | 1.716% | -0- | Information responsive to this item is contained in the Confidential volume. |
| Radcliffe Killam II<br>Laredo, Texas | Real Estate/Oil & Gas | Director | Director-Texas<br>Community Bank | Information responsive to this item is contained in the Confidential volume. | 0.00% | -0- | Information response to this item is contained in the Confidential volume |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Francisco G. Noriega<br>Laredo, Texas | Customs Broker | Director | Director-Texas Community Bank | Information responsive to this item is contained in the Confidential volume. | 4.431% | -0- | Information responsive to this item is contained in the Confidential volume. |
| Richard E. Sames<br>Laredo, Texas | Attorney | Director | Director-Texas Community Bank, N.A. | Information responsive to this item is contained in the Confidential volume. | 3.048% | -0- | Information responsive to this item is contained in the Confidential volume. |
| Steve R. Trautmann, Sr.<br>Laredo, Texas | Insurance | Director | Director-Texas Community Bank, N.A. | Information responsive to this item is contained in the Confidential volume. | 1.155% | -0- | Information responsive to this item is contained in the Confidential volume. |
| Carlos Vela, Jr.<br>Laredo, Texas | Dentist/Real Estate/Ranching | Director | Director-Texas Community Bank, N.A. | Information responsive to this item is contained in the Confidential volume. | 2.814% | -0- | Information responsive to this item is contained in the Confidential volume. |