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. §§ 245(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, 1850ac(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.

1. Steven S. Mack
   Name of the Holding Company Director and Official

   Director, VP & Secretary
   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
   6-30-2017

   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, 2016
   Month / Day / Year
   n/a

   Reporter’s Legal Entity Identifier (LEI) (20 Character LEI Code)
   Reporter’s Name, Street, and Mailing Address
   Southwestern Bancorp, Inc.

   Legal Title of Holding Company
   1765 Lakeshore Dr.
   (Mailing Address of the Holding Company)/ P.O. Box
   Abilene Texas 79602
   Cty State Zip Code

   1208 S. Main St., Boerne, TX 78006
   City Zip Code

   Physical Location (if different from mailing address)

   Person to whom questions about this report should be directed:
   Jack Griggs Director, President & CEO
   Name Title
   325-675-6750
   Area Code / Phone Number / Extension

   Area Code / FAX Number

   E-mail Address

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

   Is confidential treatment requested for any portion of this report submission? ☐ Yes ☐ No
   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 ☐ Yes ☐ No
   2. a letter justifying this request has been provided separately ☐ Yes ☐ No

   NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."
None, Southwestern Bancorp, Inc. does not prepare an annual report for its shareholders.
Southwestern Bancorp, Inc.
Boerne, Texas
Organization Chart
Report Item 2a
December 31, 2016

All ownership interest indicated are 100%.

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).
Results: A list of branches for your holding company SOUTHWESTERN BANCORP, INC. (1105283) of BOERNE, TX.
The data are as of 01/31/2017. Data reflects information that was received and processed through 04/05/2017.

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
On: if the branch information is correct, enter 'OK' in the Data Action column.
Changes: 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-90 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 UNNUM, 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 UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>01</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>762353</td>
<td>TEXAS HERITAGE BANK</td>
<td>1239 SOUTH MAIN STREET</td>
<td>BOERNE</td>
<td>TX</td>
<td>78005-2934</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TEXAS HERITAGE BANK</td>
<td>J023659</td>
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<tr>
<td>02</td>
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<td>Full Service</td>
<td>533826</td>
<td>CROSS PLAINS BRANCH</td>
<td>201 NORTHWEST MAIN STREET</td>
<td>CROSS PLAINS</td>
<td>TX</td>
<td>78113-2579</td>
<td>CALLAHAN</td>
<td>UNITED STATES</td>
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<td>TEXAS HERITAGE BANK</td>
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<tr>
<td>03</td>
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<td>Full Service</td>
<td>3370732</td>
<td>SAN ANTONIO III BRANCH</td>
<td>12006 BISBEE ST</td>
<td>SAN ANTONIO</td>
<td>TX</td>
<td>78257-8123</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
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<td>TEXAS HERITAGE BANK</td>
<td>J023659</td>
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Report Item 3: Securities Holders
(1)(a)(b)(c) and 2(a)(b)(c)

<table>
<thead>
<tr>
<th>(1)(a) Name</th>
<th>(1)(b) Country of Citizenship</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name</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>Jack Griggs</td>
<td>U.S.A.</td>
<td>229,000 - 61.07%</td>
<td>None</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Abilene, Texas</td>
<td></td>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Steve Mack</td>
<td>U.S.A.</td>
<td>125,000 - 33.33%</td>
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</tr>
<tr>
<td>Boerne, Texas</td>
<td></td>
<td>Common Stock</td>
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<td></td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders

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

<table>
<thead>
<tr>
<th>(1) 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>Jack Griggs</td>
<td>Abilene, Texas</td>
<td>Banking / Investing</td>
<td>President</td>
<td>Director</td>
<td>(All) President</td>
<td>61.07%</td>
<td>none</td>
<td>Boerne Building LLC (61.07%)</td>
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<tr>
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<td></td>
<td></td>
<td>Boerne Building LLC</td>
<td></td>
<td>President</td>
<td></td>
<td></td>
<td>Leon Springs Building LLC (61.07%)</td>
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<td>Boerne, Texas</td>
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<td>Presidential</td>
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<td>Cross Plains Development Corp.</td>
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<td>Leon Springs Building LLC</td>
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<td>Cross Plains, TX</td>
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<td></td>
<td>Boerne, Texas</td>
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<td></td>
<td>Director</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Lytle Lake Water Control and Improvement District.</td>
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<td></td>
<td>Liberty Capital Bancshares, Inc.</td>
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<td></td>
<td>Abilene, TX</td>
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<td>Addison, Texas</td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td>Director</td>
<td></td>
<td></td>
<td>Director</td>
</tr>
<tr>
<td>Name</td>
<td>City, State</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 in Holding 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>
</tr>
<tr>
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<td>----------------------------------------------------------</td>
<td>-------------------------------------------------</td>
<td>-------------------------------------------------</td>
<td>--------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Steve Mack</td>
<td>Boerne, Texas</td>
<td>Banker VP / Secretary &amp; Director (All Subsidiaries)</td>
<td>Cross Plains Development Corp. Cross Plains, TX President, Director</td>
<td>Boerne Building LLC Boerne, Texas President</td>
<td>Leon Springs Building LLC Boerne, Texas President</td>
<td>33.33%</td>
<td>none</td>
<td>Boerne Building LLC (33.33%) Leon Springs Building LLC (33.33%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Liberty Capital Bank Addison, Texas Director</td>
<td>Abilene Christian University Abilene, Texas Trustee</td>
<td>Grand Works Abilene, Texas Director</td>
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</table>