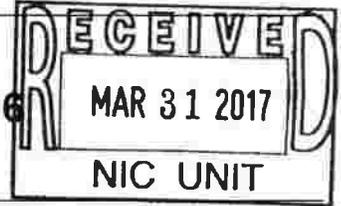


Board of Governors of the Federal Reserve System



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.

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

High Plains Bancshares, Inc.

Legal Title of Holding Company

P. O. Box 1010

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

Muleshoe TX 79347

City State Zip Code

101 W. American Blvd. Muleshoe Texas 79347

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jay Messenger Secretary/Treasurer

Name Title

8062724561

Area Code / Phone Number / Extension

8062723521

Area Code / FAX Number

jay.messenger@muleshoestatebank.com

E-mail Address

muleshoestatebank.com

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

I. Jay Messenger

Name of the Holding Company Director and Official

Director, Secretary/Treasurer

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

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 1832011  
 C.I. \_\_\_\_\_

Is confidential treatment requested for any portion of this report submission? ..... 0=No 1=Yes 0

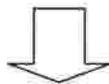
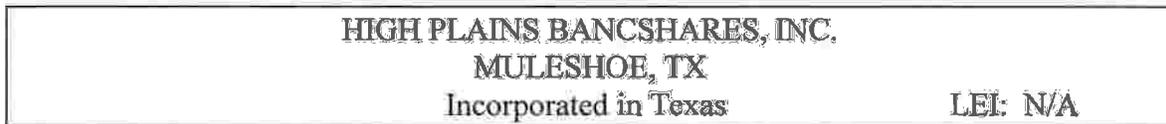
In accordance with the General Instructions for this report (check only one),

- a letter justifying this request is being provided along with the report .....
- a letter justifying this request has been provided separately .....

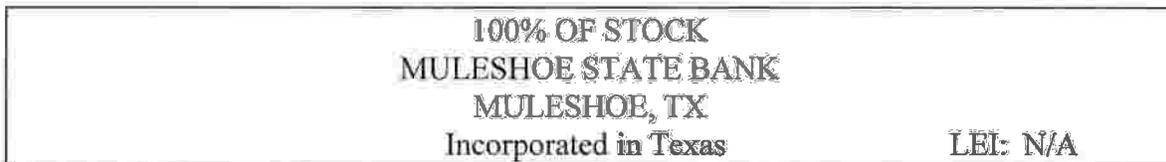
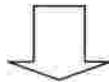
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

**HIGH PLAINS BANCSHARES, INC.  
ORGANIZATION CHART  
DECEMBER 31, 2016**

**FR Y - 6  
REPORT ITEM 2 a**



**Owns 100% of Muleshoe State Bank**



**REPORT ITEM 2 b**

**Branch data submitted on March 27, 2017 with no changes.**

**Results: A list of branches for your holding company: HIGH PLAINS BANCSHARES, INC. (1832011) of MULESHOE, TX.**  
 The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

**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**

**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)	945969		MULESHOE STATE BANK	101 WEST AMERICAN BLVD.	MULESHOE	TX	79347-1617	BAILEY	UNITED STATES	7624	0	MULESHOE STATE BANK		945969	
OK		Full Service	1976376		FARNWELL BRANCH	801 AVENUE A	FARNWELL	TX	79325	PARMER	UNITED STATES	726002	2	MULESHOE STATE BANK		945969	

HIGH PLAINS BANCSHARES  
SHAREHOLDERS  
2016

Name	# Shares	Total Shares	% Owned as group
Brimhall, Van, DVM Olton, Texas 79064 U.S.A.	7,200	7,200	<u>7.50%</u>
Cox, Carol, IRA	245		
Cox, Carol, Roth IRA	1,230		
Cox, Edwin R.	4,300		
Cox, Edwin R., Roth IRA	1,230		
Cox, Edwin R., IRA Richmond, Texas 73407 U.S.A.	381	7,386	<u>7.69%</u>
Finney, Robert E. Muleshoe, Texas 79347 U.S.A.	11,805	11,805	<u>12.30%</u>
W.T. Hutton, Roth IRA	4,583		
W.T. Hutton	2,100	6,683	<u>6.96%</u>
Muleshoe, Texas 79347 U.S.A.			
Jordan Family Rev. Trust Clovis, NM 88101 U.S.A.	4,800	4,800	<u>5.00%</u>
Fred Locker Muleshoe, Texas 79347 U.S.A.	5,040	5,040	<u>5.25%</u>
Boyd or Wilma Magby Muleshoe, Texas 79347 U.S.A.	4,800	4,800	<u>5.00%</u>
Messenger, Jay or Sally	2,638		
Messenger, Jay Roth IRA	2,113		
Messenger, Sally Roth IRA Muleshoe, Texas 79347 U.S.A.	99	4,850	<u>5.05%</u>
Neel, Jo Dean	3,600		
Neel, Jo Dean IRA	124		
Neel, Merlyn	6,300		
Neel, Merlyn IRA Muleshoe, Texas 79347 U.S.A.	125	10,149	<u>10.57%</u>

HIGH PLAINS BANCSHARES, INC.  
DECEMBER 31, 2016

FR Y - 6  
REPORT ITEM 3 (2)

\*\*\*NONE\*\*\*

HIGHPLAINS BANCSHARES, INC.  
DECEMBER 31, 2016

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Report Item 4 Page 1

NAME	TITLE	TITLE OR POSITION	PRINCIPAL OCCUPATION		Percentage
			% Owned In Any Other Business	Other Than Holding Co.	
Edwin R. Cox	Holding Co - Director	N/A	N/A	N/A	7.89%
Richmond, Tx 73407	Subsidiary - Director				0.00%
U.S.A.					
Robert E. Finney	Holding Co - Chairman/CEO/Dir	Director-Wellington State Bank		Banker	12.30%
Muleshoe, Tx 79347	Subsidiary - Chairman/CEO/Dir	Director-WSB Bancshares, Inc.	0%		0.00%
U.S.A.		WSB Bancshares, Inc.	0%		
W.T. Hutton	Holding Co - Director	Farming	100%	Farmer	6.96%
Muleshoe, Tx 79347	Subsidiary - Director	Hutton Farms, Inc.	50%		0.00%
U.S.A.		W.T. Hutton Inc.	50%		
		Hutton Investments	100%		
		WTL&C, Inc.	100%		
Fred Locker	Holding Co - Director	Locker Inc.	100%	Owner - Aerial Application Company	5.25%
Muleshoe, Tx 79347	Subsidiary - Director	Ag Aviation, Inc.	100%	Investor	0.00%
U.S.A.		Spill \$ Aviation, Inc.	50%		
		Farming	100%		
		Trustee - ASM Trust			
		Cropjet	100%		
Don McElroy	Holding Co - Director	Irrigation Pumps & Power, Inc.	51%	Owner - Irrigation & Pump Company	4.94%
Muleshoe, Tx 79347	Subsidiary - Director	High Plains Irrigation	51%		0.00%
U.S.A.					

HIGHPLAINS BANCSHARES, INC.  
DECEMBER 31, 2016

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Report Item 4 Page 2

Percentage

NAME	TITLE	TITLE OR POSITION	% Owned In Any	PRINCIPAL OCCUPATION	Percentage
	Holding Co/Subsidiary	In Any Other Business	Other Business	Other Than Holding Co. Subsidiary	
Jay C. Messenger Muleshoe, Tx 79347 U.S.A.	Holding Co - VP-Sec-Treas-Dir Subsidiary - Pres-CFO-Dir	Messenger Brokers' owner G.P.A.	100%	Banker	5.05% 0.00%
Robert Montgomery Muleshoe Tx 79347 U.S.A.	Holding Co - Director Subsidiary - Director	N/A.	N/A	N/A	0.15% 0.00%
Meryl N. Neel Muleshoe, Tx 79347 U.S.A.	Holding Co - Director Subsidiary - Director	Owner of Muleshoe Antenna Co.	100%	Investor	10.67% 0.00%
Jerry Redwine, OD Muleshoe, Tx 73947 U.S.A.	Holding Co - Director Subsidiary - Director	Owner of Jerry Redwine Optometry	100%	Optometrist/Farmer	4.16% 0.00%

Includes shares held both directly and indirectly.

**AGENDA**  
**HIGH PLAINS BANCSHARES**  
**STOCKHOLDERS MEETING**  
**February 21, 2017**

- I. Call meeting to order
- II. Ascertain that a quorum is present
- III. Election of Chairman and Secretary of the meeting
- IV. Set the number of Directors at NINE and elect directors for 2017:

Edwin R. Cox	Robert E. Finney
W. T. Hutton	Fred Locker
Don McElroy	Jay Messenger
Robert Montgomery	Merlyn Neel
Jerry Redwine	

- V. Approve minutes of stockholders meeting held February 16, 2016.
- VI. To consider and vote on proposal to approve the Agreement and Plan of Reorganization, dated as of January 10, 2017 (the “reorganization agreement”), by and among HPB, AIM Bancshares, Inc. (“AIM”) and AIM Acquisition Corporation, a wholly-owned subsidiary of AIM (“Newco”), providing for the acquisition of all of the issued and outstanding shares of common stock of HPB by AIM pursuant to a merger of Newco with and into HPB on the terms and subject to the conditions contained therein.
- VII. Approve the following resolution:

BE IT RESOLVED, that the shareholders hereby approve, ratify, and adopt all legal proceedings of the Board of Directors, Officers, and Agents, of the High Plains Bancshares, Inc., of Muleshoe, Texas, since the last annual stockholders’ meeting held February 16, 2016.

- VIII. Discuss Financials
- IX. Merger of the bank.
- X. Adjourn

**HIGH PLAINS BANCSHARES, INC.**  
**101 West American Boulevard**  
**Muleshoe, Texas 79347**

January 12, 2017

Dear shareholder of High Plains Bancshares, Inc.:

You are cordially invited to attend the annual meeting of the shareholders of High Plains Bancshares, Inc. ("HPB") on Tuesday, February 21, 2017, at 4:00 p.m., local time, at the home office of HPB located at 101 West American Boulevard, Muleshoe, Texas 79347. The accompanying notice of annual meeting of shareholders and proxy statement describe the items to be considered and acted upon by the shareholders at the annual meeting. We encourage you to carefully review the materials before voting.

At the annual meeting, you will be asked to consider and vote on a proposal to elect nine (9) directors and a proposal to approve the Agreement and Plan of Reorganization, dated as of January 10, 2017, by and among HPB, AIM Bancshares, Inc. ("AIM") and AIM Acquisition Corporation, a wholly-owned subsidiary of AIM ("Newco"), which provides for the acquisition of all of the issued and outstanding shares of common stock of HPB by AIM by virtue of the merger of Newco with and into HPB.

If the merger is completed, each share of HPB common stock, other than dissenting shares, will be converted into the right to receive cash in the amount of approximately \$127.08, subject to adjustment. AIM will pay our shareholders total consideration of approximately \$12.2 million in cash in exchange for their shares of our common stock, subject to adjustment.

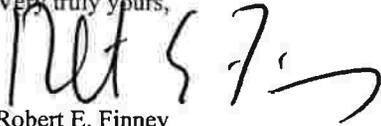
The board of directors has established January 10, 2017 as the record date for determining shareholders who are entitled to notice of the annual meeting and to vote on the matters presented at the meeting. Although we invite all holders of our common stock to attend, only holders of our common stock of record as of January 10, 2017 may vote in person or by proxy at the annual meeting. Whether or not you plan to attend the annual meeting, please complete, sign and date the proxy sheet and return it in the envelope provided in time for it to be received by Tuesday, February 21, 2017 at 4:00 p.m., local time. If you attend the annual meeting, you may vote in person, even if you have previously returned your proxy sheet. Our board of directors has appointed Robert E. Finney to vote the proxies solicited on behalf of our board of directors at the annual meeting. You may, however, designate another person as your proxy in accordance with applicable law.

You may also be asked to consider any other business that may properly come before the annual meeting or any adjournment or postponement of the meeting. Shareholders will also have an opportunity to ask questions.

Our board of directors unanimously recommends that shareholders vote "FOR" the election of the directors nominated by our board and "FOR" the approval of the reorganization agreement.

On behalf of our board of directors, we appreciate your cooperation and continued support. We look forward to seeing you at the meeting.

Very truly yours,



Robert E. Finney  
President

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Unaudited Financial Statements of High Plains Bancshares, Inc. and Subsidiaries as of and for the nine months ended September 30, 2016 and 2015 .....	F-4

**High Plains Bancshares, Inc.**  
**Consolidated**  
**Balance Sheet**

	December 31,	
	<u>2016</u>	<u>2015</u>
<b>Assets</b>		
Cash and Due From	18,225,570	15,464,468
Investment Securities:		
Available-for-sale	5,200,846	8,202,449
Held-to-maturity	34,084,838	37,393,811
Loans, net	46,432,058	50,730,452
Accrued Interest Receivable	740,725	724,505
Nonmarketable equity securities	589,920	583,050
Company owned Life Insurance	2,146,371	2,092,153
Other Assets	1,998,774	2,055,355
<b>Total Assets</b>	<b><u>109,419,102</u></b>	<b><u>117,246,243</u></b>
<b>Liabilities</b>		
Deposits:		
Noninterest-bearing	40,292,060	40,362,225
Interest-bearing	58,853,220	66,965,192
<b>Total Deposits</b>	<b>99,145,280</b>	<b>107,327,417</b>
Other liabilities	1,047,719	1,061,666
<b>Total Liabilities</b>	<b><u>100,192,999</u></b>	<b><u>108,389,083</u></b>
<b>Equity</b>		
Common Stock	96,000	96,000
Excess Paid-in Capital	1,710,540	1,710,540
FASB 115 Gain/Loss on Securities of MSB	176,521	307,819
Retained Earnings	6,742,801	6,170,296
Current Year Net Income	500,241	572,505
<b>Total Equity</b>	<b><u>9,226,103</u></b>	<b><u>8,857,160</u></b>
<b>Total Liabilities and Equity</b>	<b><u>109,419,102</u></b>	<b><u>117,246,243</u></b>
<b>Book Value per Share</b>	<b><u>96.11</u></b>	<b><u>92.26</u></b>

**High Plains Bancshares, Inc.**  
**Consolidated**  
**Income Statement**

	Year Ended December 31,	
	2016	2015
<b>Interest Income:</b>		
Loans	\$2,463,271	\$2,410,481
Investment Securities	917,780	1,018,828
Earnings and Dividends from MSB	58,699	37,237
Other	<u>0</u>	<u>0</u>
<b>Total Interest Income</b>	<b>3,439,750</b>	<b>3,466,546</b>
<b>Interest Expense:</b>		
Deposits	110,314	122,902
Other	<u>5,855</u>	<u>3,139</u>
<b>Total Interest Expense</b>	<b>116,169</b>	<b>126,041</b>
<b>Net Interest Income</b>	<b><u>3,323,581</u></b>	<b><u>3,340,505</u></b>
<b>Provision for Loan Losses</b>	<b>90,000</b>	<b>60,000</b>
<b>Net Interest Income after Provision for Loan Losses</b>	<b><u>3,233,581</u></b>	<b><u>3,280,505</u></b>
<b>Noninterest Income:</b>		
Service Charges on Deposit Accounts	253,888	257,960
Debit Card Fees	232,116	228,104
Other	<u>144,910</u>	<u>218,227</u>
<b>Total Noninterest Income</b>	<b><u>630,914</u></b>	<b><u>704,291</u></b>
<b>Noninterest Expense</b>		
Salaries and Employee Benefits	1,786,671	1,806,548
Data Processing Expense	247,417	244,444
Occupancy Expense	157,894	149,285
Depreciation Expense	146,021	133,554
Equipment Expense	78,969	85,622
Advertising	40,035	39,783
Legal and Professional	89,485	58,852
Regulatory Assessments	91,933	98,104
Other Real Estate Expense	0	30,475
Other	<u>710,348</u>	<u>700,371</u>
<b>Total Noninterest Expense</b>	<b>3,348,773</b>	<b>3,347,038</b>
<b>Income Tax Expense (Benefit)</b>	<b>60,783</b>	<b>65,253</b>
<b>Gain or Loss on Sale of Securities</b>	<b>45,302</b>	<b>0</b>
<b>NET INCOME</b>	<b><u>\$500,241</u></b>	<b><u>\$572,505</u></b>

**High Plains Bancshares, Inc.**  
**Consolidated**  
**Balance Sheet**

	September 30,	
	<u>2016</u>	<u>2015</u>
<b>Assets</b>		
Cash and Due From	12,829,525	16,263,705
Investment Securities:		
Available-for-sale	6,227,893	8,363,663
Held-to-maturity	36,982,627	33,022,572
Loans, net	47,962,492	50,273,348
Accrued Interest Receivable	678,441	523,924
Nonmarketable equity securities	584,450	537,700
Company owned Life Insurance	2,136,051	2,062,051
Other Assets	2,030,602	2,812,062
<b>Total Assets</b>	<b><u>109,432,081</u></b>	<b><u>113,859,025</u></b>
<b>Liabilities</b>		
Deposits:		
Noninterest-bearing	35,197,407	37,051,303
Interest-bearing	57,390,815	66,715,143
<b>Total Deposits</b>	<b>92,588,222</b>	<b>103,766,446</b>
Other liabilities	7,693,587	1,403,554
<b>Total Liabilities</b>	<b><u>100,281,809</u></b>	<b><u>105,170,000</u></b>
<b>Equity</b>		
Common Stock	96,000	96,000
Excess Paid-in Capital	1,710,540	1,710,540
FASB 115 Gain/Loss on Securities of MSB	233,085	341,421
Retained Earnings	6,742,801	6,170,296
Current Year Net Income	367,846	370,768
<b>Total Equity</b>	<b><u>9,150,272</u></b>	<b><u>8,689,025</u></b>
<b>Total Liabilities and Equity</b>	<b><u>109,432,081</u></b>	<b><u>113,859,025</u></b>
<b>Book Value per Share</b>	<b><u>95.32</u></b>	<b><u>90.51</u></b>

**High Plains Bancshares, Inc.**  
**Consolidated**  
**Income Statement**

	Nine Months Ended September 30,	
	2016	2015
<b>Interest Income:</b>		
Loans	\$1,830,690	\$1,756,633
Investment Securities	698,147	789,229
Earnings and Dividends from MSB	0	0
Other	<u>43,520</u>	<u>25,175</u>
<b>Total Interest Income</b>	<b>2,572,357</b>	<b>2,571,037</b>
<b>Interest Expense:</b>		
Deposits	83,134	99,369
Other	<u>1,557</u>	<u>3,139</u>
<b>Total Interest Expense</b>	<b>84,691</b>	<b>102,508</b>
<b>Net Interest Income</b>	<b><u>2,487,666</u></b>	<b><u>2,468,529</u></b>
<b>Provision for Loan Losses</b>	<b>75,000</b>	<b>45,000</b>
<b>Net Interest Income after Provision for Loan Losses</b>	<b><u>2,412,666</u></b>	<b><u>2,423,529</u></b>
<b>Noninterest Income:</b>		
Service Charges on Deposit Accounts	192,184	195,691
Debit Card Fees	174,430	166,762
Other	<u>106,998</u>	<u>114,128</u>
<b>Total Noninterest Income</b>	<b><u>473,612</u></b>	<b><u>476,581</u></b>
<b>Noninterest Expense</b>		
Salaries and Employee Benefits	1,313,070	1,307,821
Data Processing Expense	182,022	180,585
Occupancy Expense	164,670	118,910
Depreciation Expense	63,956	102,960
Equipment Expense	53,881	63,787
Advertising	33,000	33,081
Legal and Professional	67,092	46,840
Regulatory Assessments	69,121	73,216
Other Real Estate Expense	0	16,838
Other	<u>510,475</u>	<u>531,883</u>
<b>Total Noninterest Expense</b>	<b>2,457,287</b>	<b>2,475,921</b>
<b>Income Tax Expense (Benefit)</b>	<b>61,145</b>	<b>53,421</b>
<b>NET INCOME</b>	<b><u>\$367,846</u></b>	<b><u>\$370,768</u></b>