

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

LEI: NONE

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

Reporter's Name, Street, and Mailing Address

I, DALE K. WILSON

Name of the Holding Company Director and Official

CHAIRMAN AND DIRECTOR

Title of the Holding Company Director and Official

SAN DIEGO BANCSHARES, INC.

Legal Title of Holding Company

P.O. BOX 427

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

SAN DIEGO TX 78384

City State Zip Code

209 EAST GRAVIS, SAN DIEGO, TX

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

SARITA PEREZ ASSISTANT SECRETARY

Name Title

361-279-3316

Area Code / Phone Number / Extension

361-279-7286

Area Code / FAX Number

sperez@fsbsandiego.com

E-mail Address

*Dale K. Wilson*

Signature of Holding Company Director and Official

3/10/17

Date of Signature

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

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. \_\_\_\_\_

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),

- 1. a letter justifying this request is being provided along with the report .....
- 2. 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."

**San Diego Bancshares, Inc.**

Form FR Y-6

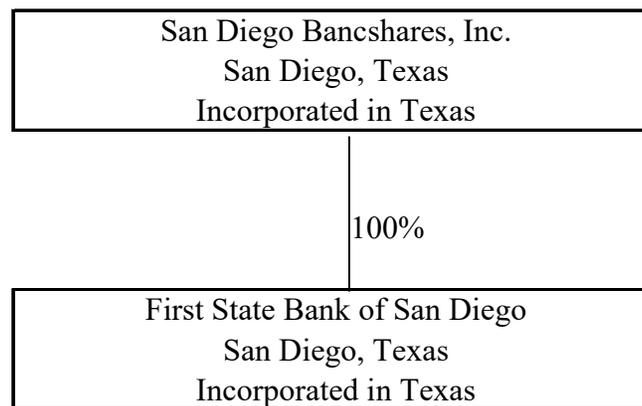
December 31, 2016

***Responses to Report Items***

- Item No. 1 - An annual report is not prepared.
- Item No. 2a - San Diego Bancshares, Inc. owns 100% (2,000 shares) of the First State Bank of San Diego, San Diego, Texas, its only investment, see Exhibit A.
- Item No. 2b - San Diego Bancshares, Inc. has one location which is located as follows: 209 East Gravis, San Diego, Texas 78384
- Item No. 3(1) - Current shareholders with ownership, control or holdings 5% or more with power to vote as of December 31, 2016 are included in Exhibit B.
- Item No. 3(2) - There were no shareholders not listed in 3(1) that had ownership, control or holdings of 5% during fiscal year ended December 31, 2016.
- Item No. 4 - A complete list of insiders is presented in Exhibit C.

**San Diego Bancshares, Inc.**

Report Item 2a  
Organizational Chart  
Year Ended December 31, 2016



- None of the above entities has a legal entity identifier (LEI) number.

**Results:** A list of branches for your depository institution: **FIRST STATE BANK OF SAN DIEGO (ID\_RSSD: 578862)**.  
 This depository institution is held by **SAN DIEGO BANCSHARES, INC. (1832749) of SAN DIEGO, 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)	578862	FIRST STATE BANK OF SAN DIEGO	209 E. GRAVIS HIGHWAY 44	SAN DIEGO	TX	78384-0427	DUVAL	UNITED STATES	11360	0	FIRST STATE BANK OF SAN DIEGO	578862	

**Form FR Y-6**  
**EXHIBIT B**  
**San Diego Bancshares, Inc.**  
**San Diego Texas**  
**December 31, 2016**

**Report Item 3: Securities Holders**

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016				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 ending 12-31-2016		
(1)(a)	(1)(b)	(1)(c)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number Common Shared Owned (Voting Securities)	Percentage of Total Common Shared Owned (Voting Securities)	Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
W. B Acker, Jr. Alice, Texas	USA	793	8.66%		None	
Ann Acker Corpus Christi, Texas	USA	266	2.90%			
Terrie H. Crews Alice, Texas	USA	529	5.78%			
Judy Hinnant San Antonio, Texas	USA	530	5.79%			
John S. McAnear Freer, Texas	USA	969	10.58%			
John Jesse. McAnear Freer, Texas	USA	30	0.33%			
William A McAnear Freer, Texas	USA	30	0.33%			
Tye Ryan McAnear Rosenburg, Texas	USA	15	0.16%			

Continued

**Form FR Y-6**  
**EXHIBIT B**  
**San Diego Bancshares, Inc.**  
**San Diego Texas**  
**December 31, 2016**

**Report Item 3: Securities Holders**

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016				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 ending 12-31-2016		
(1)(a)	(1)(b)	(1)(c)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number Common Shared Owned (Voting Securities)	Percentage of Total Common Shared Owned (Voting Securities)	Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities Continuation
Lindsey McAnear Salazar Needville, Texas	USA	15	0.16%			
Betty Warner Round Rock, Texas	USA	700	7.64%			
David M. White Freer, Texas	USA	580	6.33%			
Larry J. White Fredericksburg, Texas	USA	579	6.32%			
Bobbie Wiederkehr Freer, Texas	USA	529	5.78%			
W.E. Wiederkehr Freer, Texas	USA	1,059	11.56%			
Dale K. Wilson Alice, Texas	USA	985	10.76%			
William R. Vanover Jr. Alice, Texas	USA	939	10.25%			
		8,548	93.33%			

Form FR Y-6  
EXHIBIT C  
San Diego Bancshares, Inc.  
San Diego Texas  
December 31, 2016

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with holding company	Title & Position with holding company	Title & Position with Subsidiaries First State Bank of San Diego	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in holding company	Percentage of Voting Securities 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)
Related Parties (Siblings); W.B. Acker, Jr. Alice, Texas	Contractor	Director	Director	REKCA, Inc. – President Brush Country Bank and Brush Country Holding Co. - Director	8.66%	0.00%	REKCA, Inc. – 100%
Ann Acker Corpus Christi, Texas	Interior Designer	None	None	N/A	2.90%		None
Total					<u>11.56%</u>		
Dale K. Wilson Alice, Texas	Banker	Chairman and Director	President and CEO	None	10.76%	0.00%	None
William R. Vanover Jr. Alice, Texas	Oil & Gas Company Owner	Director	Director	Vanover Enterprises Inc. - President B & J Air & Pump, Inc. - President	10.25%	0.00%	Vanover Enterprises, Inc. - 50% B & J Air & Pump, LTD. - 50%
W.E. Wiederkehr Freer, Texas	Rancher	Vice President, Secretary and Director	Director	None	11.56%	0.00%	None

Continued

Form FR Y-6  
**EXHIBIT C**  
**San Diego Bancshares, Inc.**  
**San Diego Texas**  
**December 31, 2016**

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with holding company	Title & Position with holding company	Title & Position with Subsidiaries First State Bank of San Diego	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in holding company	Percentage of Voting Securities 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)
Related Parties (Father, Sons & Grandchildren);							(Continuation)
John S. McAnear Freer, Texas	Retired Oil Leasing Company Owner	President and Director	Director	None	10.58%		None
John Jesse. McAnear Freer, Texas	Rancher	None	None	None	0.33%		None
William A McAnear Freer, Texas	Rancher	None	None	None	0.33%	0.00%	None
Tye Ryan McAnear Rosenburg, Texas	Carpenter	None	None	None	0.16%		None
Lindsey McAnear Salazar Needville, Texas	Nurse	None	None	None	0.16%		None
Total					11.56%		
Related Parties (Brothers);							
David M. White Freer, Texas	Rancher	None	None	None	6.33%	0.00%	None
Larry J. White Fredericksburg, Texas	Rancher	None	None	Wild Ram Bed & Breakfast - Owner	6.32%		Wild Ram Bed & Breakfast 100%
Total					12.65%		Continued

**Form FR Y-6**  
**EXHIBIT C**  
**San Diego Bancshares, Inc.**  
**San Diego Texas**  
**December 31, 2016**

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with holding company	Title & Position with holding company	Title & Position with Subsidiaries First State Bank of San Diego	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in holding company	Percentage of Voting Securities 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)
Related Parties (Sisters); Judy Hinnant San Antonio Texas	Retired Teacher	None	None	None	5.79%	0.00%	(Continuation) None
Terri H. Crews Alice Texas	Retired Teacher	None	None	None	5.78%		None
					<u>11.57%</u>		