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), 20, 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.

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.

Sheryl A. Cox
Name of the Holding Company Director and Official
Senior Executive Vice President and Director
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 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. [ ]

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):
12/31/2016
Month / Day / Year

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

Reporters’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 Texas [7] 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
Sr Exec Vice President

Name Title

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

Area Code / FAX Number
956-718-1362

E-mail Address
scox@tx-communitybank.com

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

Is confidential treatment requested for any portion of this report submission? [ ] Yes [ ] No

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.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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.
Report Item

1 - Annual Report to Shareholders

No annual report is prepared.

2a - Organization Chart

VISION BANCSHARES, INC.
Laredo, Texas
ORGANIZATION CHART

Common Stockholders

Vision Bancshares, Inc.
Laredo, Texas
(Texas corporation)

100% of Common Securities
(372 Common Securities
Liquidation Amount
($372,000))

Texas Community Bank
(Formerly Somerset National Bank)
Laredo, Texas
(Texas State Chartered Fed Member Bank U.S.A.)

Vision Bancshares
Capital Trust I,
a Delaware statutory trust
Laredo, Texas

None of the entities above have an LEI.

2b - Domestic Branch Listing

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.

Delete: 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.

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 - http://y10online.federalreserve.gov

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<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 UNIJUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID, RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
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<td>OK</td>
<td>Full Service</td>
<td>528960</td>
<td>TEXAS COMMUNITY BANK</td>
<td>6721 MCPherson ROAD</td>
<td>LAREDO</td>
<td>TX</td>
<td>78041</td>
<td>WEBB</td>
<td>UNITED STATES</td>
<td>71665</td>
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<td>528960</td>
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<td>OK</td>
<td>Full Service</td>
<td>4037291</td>
<td>BROWNSVILLE BRANCH</td>
<td>3505 BOCA CHICA BOULEVARD, SUITE 109</td>
<td>BROWNSVILLE</td>
<td>TX</td>
<td>78521</td>
<td>CAMERON</td>
<td>UNITED STATES</td>
<td>493838</td>
<td>6</td>
<td>TEXAS COMMUNITY BANK</td>
<td>528960</td>
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<td></td>
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<td>Full Service</td>
<td>4037282</td>
<td>MCALLEN BRANCH</td>
<td>1324 EAST NOALA</td>
<td>MCALLEN</td>
<td>TX</td>
<td>78504</td>
<td>Hidalgo</td>
<td>UNITED STATES</td>
<td>493426</td>
<td>5</td>
<td>TEXAS COMMUNITY BANK</td>
<td>528960</td>
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<td>OK</td>
<td>Full Service</td>
<td>4037271</td>
<td>LASH CAMPASAN BRANCH</td>
<td>8306 NORTH LOOP 504A WEST, SUITE 150</td>
<td>SAN ANTONIO</td>
<td>TX</td>
<td>78216</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>509883</td>
<td>7</td>
<td>TEXAS COMMUNITY BANK</td>
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<td>OK</td>
<td>Full Service</td>
<td>30468260</td>
<td>SAN ANTONIO 430 LOOP BRANCH</td>
<td>85 NORTHEAST LOOP 410, SUITE 120</td>
<td>SAN ANTONIO</td>
<td>TX</td>
<td>78216</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>444150</td>
<td>3</td>
<td>TEXAS COMMUNITY BANK</td>
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<td>OK</td>
<td>Full Service</td>
<td>3250392</td>
<td>SOMERSET BRANCH</td>
<td>19401 SOMERSET ROAD</td>
<td>SOMERSET</td>
<td>TX</td>
<td>78069</td>
<td>BEXAR</td>
<td>UNITED STATES</td>
<td>478490</td>
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<td>TEXAS COMMUNITY BANK</td>
<td>528960</td>
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</table>

* FDIC UNIJUM, Office Number, and ID, RSSD columns are for reference only. Verification of these values is not required.
FR Y-6

Vision Bancshares, Inc.
Fiscal Year Ending December 31, 2016

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

<table>
<thead>
<tr>
<th>Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016</th>
<th>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 12-31-2016</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>(1)(a)</strong> Name &amp; Address (City, State, Country)</td>
<td><strong>(1)(b)</strong> Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>Douglas G. Macdonald Laredo, Texas</td>
<td>USA</td>
</tr>
<tr>
<td>DKT Managed Portfolio, Ltd., Laredo, Texas</td>
<td>USA</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 &amp; Address (City, State, Country)</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Douglas G. Macdonald</td>
<td>Banker</td>
<td>President/CEO/ Director</td>
<td>President/CEO/ Director-Texas Community Bank</td>
<td>Information responsive to this item is contained in the Confidential volume.</td>
<td>6.943% common stock 11.441% right to vote under voting agreement 5.855% unexercised options</td>
<td>-0-</td>
<td>Information responsive to this item is contained in the Confidential volume.</td>
</tr>
<tr>
<td>Laredo, Texas</td>
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<td></td>
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</tr>
<tr>
<td>Sheryl A. Cox</td>
<td>Banker</td>
<td>Senior Exec VP/COO/ Director</td>
<td>Senior Exec VP/COO/ Director-Texas Community Bank</td>
<td>None</td>
<td>1.57%</td>
<td>-0-</td>
<td>None</td>
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<td>Laredo, Texas</td>
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<tr>
<td>Joaquin G. Cigarroa III</td>
<td>Banker</td>
<td>Senior Exec VP/ Director</td>
<td>Senior Exec VP/ Director-Texas Community Bank</td>
<td>Information responsive to this item is contained in the Confidential volume.</td>
<td>1.51%</td>
<td>-0-</td>
<td>Information responsive to this item is contained in the Confidential volume.</td>
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<tr>
<td>Douglas M. Brice</td>
<td>Real Estate/Propane Retail</td>
<td>Director</td>
<td>Director-Texas Community Bank</td>
<td>Information responsive to this item is contained in the Confidential volume.</td>
<td>3.257%</td>
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<td>Information responsive to this item is contained in the Confidential volume.</td>
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<tr>
<td>Juan B. Carranza, III</td>
<td>Customs Broker</td>
<td>Director</td>
<td>Director-Texas Community Bank</td>
<td>Information responsive to this item is contained in the Confidential volume.</td>
<td>1.841%</td>
<td>-0-</td>
<td>Information responsive to this item is contained in the Confidential volume.</td>
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<td>Laredo, Texas</td>
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<tr>
<td>Radcliffe Killam II</td>
<td>Real Estate/Oil &amp; Gas Retail</td>
<td>Director</td>
<td>Director-Texas Community Bank</td>
<td>Information responsive to this item is contained in the Confidential volume.</td>
<td>0.125%</td>
<td>-0-</td>
<td>Information response to this item is contained in the Confidential volume.</td>
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<td>Laredo, Texas</td>
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</tr>
<tr>
<td>Name</td>
<td>Occupation</td>
<td>Position</td>
<td>Company/Institution</td>
<td>Information Note</td>
<td>Percent</td>
<td>Notes</td>
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<tr>
<td>Francisco G. Noreiga Laredo, Texas</td>
<td>Customs Broker</td>
<td>Director</td>
<td>Director-Texas Community Bank</td>
<td>Information responsive to this item is contained in the Confidential volume.</td>
<td>4.557%</td>
<td>-0-</td>
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<tr>
<td>Richard E. Sames Laredo, Texas</td>
<td>Attorney</td>
<td>Director</td>
<td>Director-Texas Community Bank, N.A.</td>
<td>Information responsive to this item is contained in the Confidential volume.</td>
<td>3.048%</td>
<td>-0-</td>
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<tr>
<td>Steve R. Trautmann, Sr. Laredo, Texas</td>
<td>Insurance</td>
<td>Director</td>
<td>Director-Texas Community Bank, N.A.</td>
<td>Information responsive to this item is contained in the Confidential volume.</td>
<td>1.155%</td>
<td>-0-</td>
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<tr>
<td>Carlos Vela, Jr. Laredo, Texas</td>
<td>Dentist/Real Estate/Ranching</td>
<td>Director</td>
<td>Director-Texas Community Bank, N.A.</td>
<td>Information responsive to this item is contained in the Confidential volume.</td>
<td>2.939%</td>
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