

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

None

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

Reporter's Name, Street, and Mailing Address

I, **Mark Lovvorn**

Name of the Holding Company Director and Official

Chairman and CEO

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.

Providence Bancshares Corporation

Legal Title of Holding Company

325 E. Southlake Blvd.

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

Southlake

TX

76092

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Terry Lynn Sewell

SVP/COO

Name

Title

817-912-3444

Area Code / Phone Number / Extension

817-912-3445

Area Code / FAX Number

tlsewell@providencebanktx.com

E-mail Address

www.providencebanktx.com

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

Signature of Holding Company Director and Official

03/30/2017

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. _____

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."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
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(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

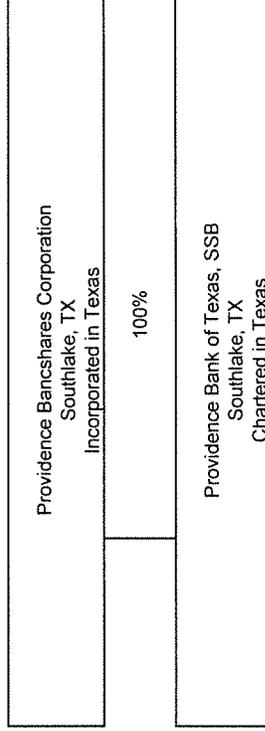
FORM FR Y-6
Providence Bancshares Corporation
325 E. Southlake Blvd
Southlake, Texas 76092
Fiscal Year Ending December 31, 2016

Report item:

1: The bank holding company does NOT prepare an annual report for its shareholders.

2: Organizational Chart

2:a



* No entity has a LEI number

2:b

Bank Branch Data - email

24-Mar-16

Results: A list of branches for your holding company: PROVIDENCE BANCSHARES CORPORATION (3602133) of SOUTHLAKE, 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)	3597677	PROVIDENCE BANK OF TEXAS, SSB	325 EAST SOUTHLAKE BOULEVARD	SOUTHLAKE	TX	76092-6231	TARRANT	UNITED STATES	456499	0	PROVIDENCE BANK OF TEXAS, SSB	3597677	
OK		Full Service	4971797	NORTH FORT WORTH BRANCH	3500 GOLDEN TRIANGLE BOULEVARD	FORT WORTH	TX	76244	TARRANT	UNITED STATES	Not Required	Not Required	PROVIDENCE BANK OF TEXAS, SSB	3597677	

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3: Shareholders >5%

(1)a Name & Address	(1)b Citizenship	(1)c # Shares	% of Voting Securities
Victor Abraham Irving, TX	USA	336,220	22.07% Common Stock
Mikal Darden Westlake, TX	USA	118,463	7.78% Common Stock
Mark E. Lovvorn Dallas, TX	USA	209,490 138,500	22.05% Common Stock Warrants and Options
Dr. Jay L. Sedwick, Jr. Kennedale, TX	USA	109,908	7.21% Common Stock
JLS 1998 Separate Trust Jay Sedwick Trustee; Kennedale, TX	USA	50,000	3.28% Common Stock
Ana Sedwick Separate Trust Jay Sedwick Trustee; Kennedale, TX	USA	2,500	0.16% Common Stock
Jay M. Sedwick Separate Trust Jay Sedwick Trustee; Kennedale, TX	USA	2,500	0.16% Common Stock
Kay L. Sedwick Separate Trust Jay Sedwick Trustee; Kennedale, TX	USA	2,500	0.16% Common Stock
Lea L. Sedwick Separate Trust Jay Sedwick Trustee; Kennedale, TX	USA	2,500	0.16% Common Stock

(2)a Name & Address	(2)b Citizenship	(2)c # Shares	% of Voting Securities
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NONE

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4: Insiders

(1) Name & Address	(2) Occupation	(3)a HC Title	(3)b Title Sub	(3)c Title Other	(4)a % Shares	(4)b % Sub	(4)c >25%
Victor Abraham Irving, Texas	Business Owner	Director	N/A		22.07%	N/A	
				Skypass Travel, Inc., President/CEO SAAP, Inc., Director Aaron & Alvin, LLC, President Skypass Entertainment, Inc., President/CEO Skylife Success, Partner Skypass Holidays, President Skypass Hospitality, President PSAA Holdings, LLC, Director			Skypass Travel, Inc. 100% SAAP, Inc. 100% Aaron & Alvin, LLC 100% Skypass Entertainment, Inc. 100% Skylife Success 50% Skypass Holidays 100% Skypass Hospitality 100% PSAA Holdings, LLC 100%
Mark E. Lovvorn Dallas, Texas	Banking	Chairman and CEO	N/A	Loworn General Corp., President	22.05%	N/A	Loworn General Corporation 100%
Dr. Jay L. Sedwick, Jr. Kennedale, TX	Professor	Director	N/A	N/A	11.13%	N/A	N/A
Charles Boto Southlake, Texas	Construction	Director	N/A	N/A	3.06%	N/A	N/A
Gary Mikal Darden Westlake, Texas	Contractor	Director	N/A	Greater Metroplex Interiors, Inc., President Metroplex Acoustical, Inc., President J.K. Development, President MJ Indian Mountain LLC, Managing Member Rivervine Properties, Member Rehab Investments, Member CSL Properties, Member	7.78%	N/A	Greater Metroplex Interiors, Inc. 100% Metroplex Acoustical, Inc. 100% J.K. Development 100% MJ Indian Mountain LLC 100% Rivervine Properties 50% Rehab Investments 40% CSL Properties 100%
Randall H. McCauley Southlake, Texas	Banking	Director	N/A		2.69%	N/A	N/A