

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.

I, Jim McVay

Name of the Holding Company Director and Official

Director, EVP, COO, CFO, 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

06/19/2017 amended date/submitted 2/8/17

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. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2016

Month / Day / Year

5493003ZHVD5UGLTK033

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

Reporter's Name, Street, and Mailing Address

Southwest United Bancshares, Inc.

Legal Title of Holding Company

125 N Mesa Hills DR

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

EI Paso

TX

79912

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Cynthia Herrera

Accounting Officer

Name

Title

915/231-2507

Area Code / Phone Number / Extension

915/231-2535

Area Code / FAX Number

cynthiaherrera@unitedelpaso.com

E-mail Address

N/A

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

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.

United Bank Of El Paso Del Norte
Legal Title of Subsidiary Holding Company

125 N Mesa Hills Dr
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

El Paso	TX	79912
City	State	Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City	State	Zip Code

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City	State	Zip Code

Physical Location (if different from mailing address)

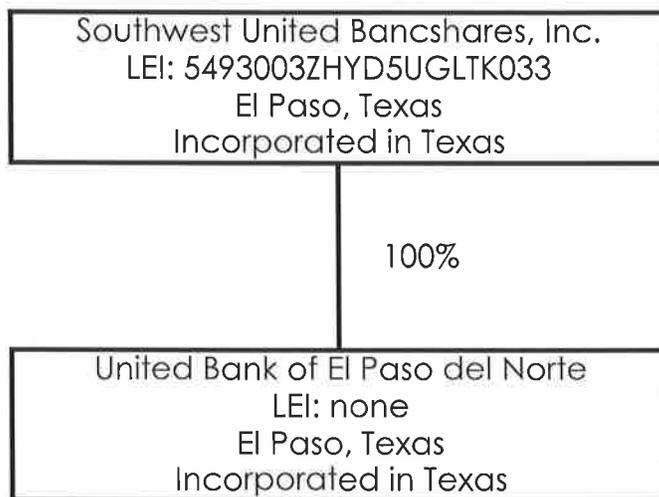
Form FR Y-6

Southwest United Bancshares, Inc.
LEI: 5493003ZHYD5UGLTK033
El Paso, Texas
Fiscal Year Ending December 31, 2016

Report Item

1. The bank holding company does not prepare an annual report for its securities holders and is not registered with the SEC.

2a. Organizational Chart



2b. Domestic branch listing provided to the Federal Reserve Bank.

Results: A list of branches for your depository institution: UNITED BANK OF EL PASO DEL NORTE (ID_RSSD: 2942823). This depository institution is held by SOUTHWEST UNITED BANCSHARES, INC. (4877031) of EL PASO, 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 ID_RSSD*	Comments
OK	1/1/2016	Full Service (Head Office)	2942823	UNITED BANK OF EL PASO DEL NORTE	125 NORTH MESA HILLS DRIVE	EL PASO	TX	79912-4874	EL PASO	UNITED STATES	358011	0	UNITED BANK OF EL PASO DEL NORTE 2942823	
OK	1/1/2016	Full Service	3025198	GATEWAY WEST BRANCH	9601 GATEWAY WEST BOULEVARD	EL PASO	TX	79925	EL PASO	UNITED STATES	359816	1	UNITED BANK OF EL PASO DEL NORTE 2942823	
OK	1/1/2016	Full Service	4440239	MAIN BRANCH	401 EAST MAIN STREET	EL PASO	TX	79901	EL PASO	UNITED STATES	533857	3	UNITED BANK OF EL PASO DEL NORTE 2942823	
OK	1/1/2016	Full Service	3663732	NORTH ZARAGOZA BRANCH	1726 NORTH ZARAGOZA ROAD, SUITES C-D	EL PASO	TX	79936	EL PASO	UNITED STATES	470015	2	UNITED BANK OF EL PASO DEL NORTE 2942823	

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Southwest United Bancshares Inc.
El Paso, TX

Fiscal Year Ending 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) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
John M Verlander El Paso, TX, USA	United States	81,988 6.61%	N/A	N/A	0 0.00%

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Southwest United Bancshares, Inc.
El Paso, Texas
Fiscal Year Ending 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 (include names of subsidiaries)	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)
Les Parker El Paso, TX, USA	N/A	Director, Chairman, President, CEO	Director, Chairman, CEO (United Bank of El Paso)	N/A	4.26%	None	N/A
Jim McVay El Paso, TX, USA	N/A	Director, EVP, COO, CFO, Secretary	Director, SrEVP, COO, Secretary (United Bank of El Paso)	N/A	2.11%	None	N/A
Randolph Young El Paso, TX, USA	N/A	Director, Asst Secretary	Director, SrEVP, Asst Secretary, (United Bank of El Paso)	N/A	0.85%	None	N/A
Hank Hernandez El Paso, TX, USA	N/A	Director, Vice Chairman	Director, Vice Chairman, (United Bank of El Paso)	N/A	1.22%	None	N/A
George Bailey, Las Cruces, NM, USA	N/A	Director	Director (United Bank of El Paso)	N/A	1.24%	None	N/A
Guillermo Hernandez, El Paso, TX, USA	Engineer	Director	Director (United Bank of El Paso)	N/A	2.38%	None	Sun City A/C, (100%)
James P. Maloney El Paso, TX, USA	N/A	Director	Director (United Bank of El Paso)	N/A	1.97%	None	Blythe Land & Cattle (25%)
Gustavo Martell, MD El Paso, TX, USA	Medical Doctor	Director	Director (United Bank of El Paso)	N/A	1.90%	None	N/A
Maggie Molina El Paso, TX, USA	Staffing Services	Director	Director (United Bank of El Paso)	CFO, Southwest Staffing	0.01%	None	Southwest Staffing (50%)
F. Charles Napier El Paso, TX, USA	Public Accounting	Director	Director (United Bank of El Paso)	Partner, Napier & Lillebo, LLP	1.34%	None	Napier & Lillebo, LLP (57%)
Stuart P. Shiloff El Paso, TX, USA	National Sales	Director	Director (United Bank of El Paso)	Director, Nat'l Accts., Helen of Troy	1.82%	None	N/A
Merton Goldman El Paso, TX, USA	Attorney at Law	Director	Director (United Bank of El Paso)	N/A	0.16%	None	Mert Goldman Law Firm (100%)

AMENDED