

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):**

11/30/17

Month / Day / Year

N/A

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

**Reporter's Name, Street, and Mailing Address**

Briscoe Ranch, Inc.

I, Dolph Briscoe, III

Name of the Holding Company Director and Official

President

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.

**Legal Title of Holding Company**

P.O. Box 389

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

Uvalde Texas 78802

City State Zip Code

200 E. Nopal, Suite 106 Uvalde, TX 78801

Physical Location (if different from mailing address)

*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:**

Darrell L. Zimmerman Office Manager

Name Title

830-278-9171

Area Code / Phone Number / Extension

830-278-4646

Area Code / FAX Number

dolphbriscoe@sbcglobal.net

E-mail Address

N/A

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

Signature of Holding Company Director and Official

02-28-18

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.

1102451

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."

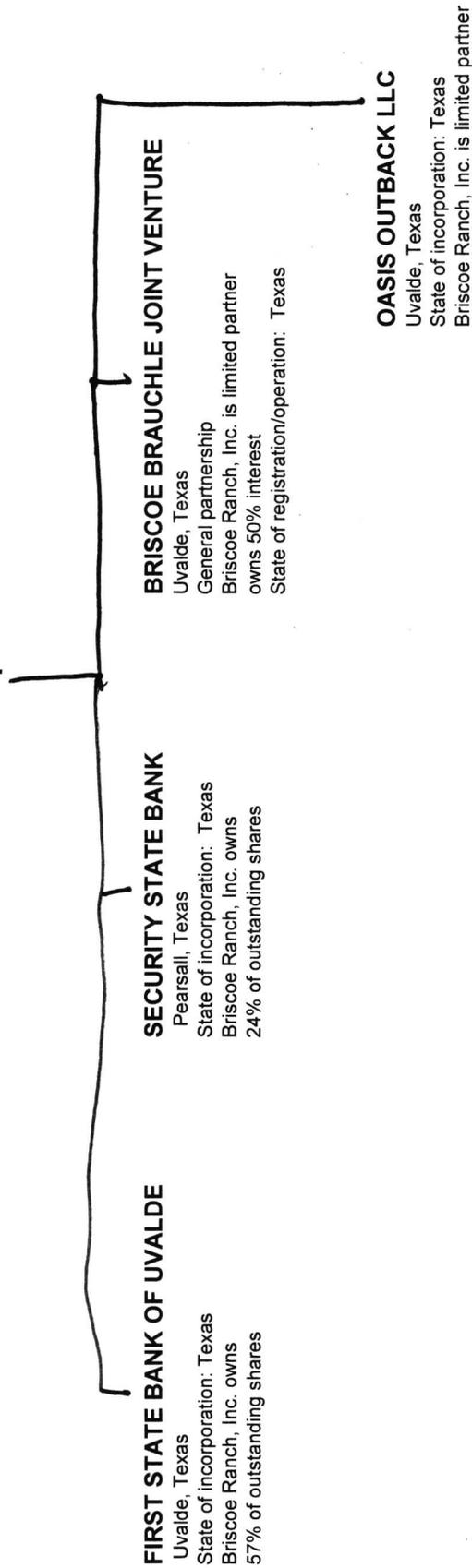
**BRISCOE RANCH, INC.  
FORM FR Y-6  
FISCAL YEAR ENDED NOVEMBER 30, 2017**

- REPORT ITEM 1 -** Briscoe Ranch, Inc. is a closely-held privately owned ranching corporation and no annual reports are prepared for stockholders. State of incorporation – Texas.
- REPORT ITEM 1 A-** Briscoe Ranch, Inc. is not registered with nor required to file Form 10-K with the Securities and Exchange Commission
- REPORT ITEM 2 -** Organization chart - attached
- REPORT ITEM 3 -** List of shareholders - ownership 5% or more - attached
- REPORT ITEM 4 -** Directors/Officers/Insiders – attached

**A** **MENDE** **D**  
MAY 03 2018

NOVEMBER 30, 2017  
Organizational Chart for FR Y-6 Purposes

**BRISCOE RANCH, INC.**  
Uvalde, Texas  
State of Incorporation: Texas



Note: None of the aforementioned entities have a LEI -

REPORT ITEM 2

**AMENDED**  
MAY 03 2018

**BRISCOE RANCH, INC.  
SHAREHOLDERS  
NOVEMBER 30, 2017**

**A MENDED**  
AUG 31 2018 **D**

REPORT ITEM 3 (1)

|   | Citizenship | # of Shares | Percentage |
|---|-------------|-------------|------------|
| <b>Dolph Briscoe, III</b><br>Carrizo Springs, TX  | USA         | 687         | 15.20%     |
| <b>Dolph Briscoe, III Child's Disclaimer Trust</b><br>Carrizo Springs, TX<br>Trustee: Dolph Briscoe, III                                    | USA         | 648         | 14.33%     |
| <b>Janey B. Marmion Child's Trust No. 2</b><br>Uvalde, TX<br>Trustee: Dolph Briscoe, III<br>NOTE: Trustee also controls voting rights       | USA         | 648         | 14.33%     |
| <b>Cele B. Carpenter Child's Disclaimer Trust</b><br>Dallas, TX<br>Trustee: Dolph Briscoe, III<br>Note: Trustee also controls voting rights | USA         | 648         | 14.33%     |
| <b>Dolph Briscoe, IV Trust</b><br>San Antonio, TX<br>Trustee: Dolph Briscoe, III  | USA         | 72          | 1.60%      |
| <b>James Leigh Briscoe Trust</b><br>Carrizo Springs, TX<br>Trustee: Dolph Briscoe, III  | USA         | 72          | 1.60%      |
| Dolph Briscoe, III – total shares controlled: 2,775<br>Represents 62% of total shares   |             |             |            |
| <b>Benjamin H. Carpenter 2012 Legacy Trust</b><br>Dallas, TX<br>Trustee: John Carpenter   | USA         | 52          | 1.15%      |
| <b>Austin W. Carpenter 2012 Legacy Trust</b><br>Dallas, TX<br>Trustee: John Carpenter   | USA         | 52          | 1.15%      |
| <b>Bonner B. Carpenter 2012 Legacy Trust</b><br>Dallas, TX<br>Trustee: John Carpenter   | USA         | 52          | 1.15%      |
| <b>Benjamin H. Carpenter 2016 Legacy Trust</b><br>Dallas, TX<br>Trustee: John Carpenter   | USA         | 225         | 4.97%      |
| <b>Austin W. Carpenter 2016 Legacy Trust</b><br>Dallas, TX<br>Trustee: John Carpenter   | USA         | 225         | 4.97%      |

|   |     |     |       |
|---|-----|-----|-------|
| <b>Bonner B. Carpenter 2016 Legacy Trust</b><br>Dallas, TX<br>Trustee: John Carpenter | USA | 225 | 4.97% |
|---|-----|-----|-------|

John Carpenter – total shares controlled: 831  
Represents 19% of total shares

|  |     |     |        |
|--|-----|-----|--------|
| <b>Janey B. Marmion Revocable Trust</b><br>Uvalde, TX<br>Trustee: Janey B. Marmion | USA | 831 | 18.40% |
|--|-----|-----|--------|

|   |     |       |       |
|---|-----|-------|-------|
| <b>Dolph Briscoe, IV</b><br>San Antonio, TX | USA | 16.80 | 0.37% |
|---|-----|-------|-------|

|   |     |       |       |
|---|-----|-------|-------|
| <b>James Leigh Briscoe</b><br>Carrizo Springs, TX | USA | 16.80 | 0.37% |
|---|-----|-------|-------|

|  |     |       |       |
|--|-----|-------|-------|
| <b>Benjamin H. Carpenter, II</b><br>Dallas, TX | USA | 16.80 | 0.37% |
|--|-----|-------|-------|

|  |     |       |       |
|--|-----|-------|-------|
| <b>Austin W. Carpenter</b><br>Dallas, TX | USA | 16.80 | 0.37% |
|--|-----|-------|-------|

|  |     |       |       |
|--|-----|-------|-------|
| <b>Bonner B. Carpenter</b><br>Dallas, TX | USA | 16.80 | 0.37% |
|--|-----|-------|-------|

|                     |  |              |  |
|---------------------|--|--------------|--|
| <b>Total Shares</b> |  | <b>4,521</b> |  |
|---------------------|--|--------------|--|

All shares held by "family members" as defined by Federal Reserve regulations and policies

REPORT ITEM 3 (2) – N/A

**A** **MENDED** **D**  
AUG 31 2018

**BRISCOE RANCH, INC.  
DIRECTORS/OFFICERS/INSIDERS  
NOVEMBER 30, 2017**

**AMENDED**  
MAY 03 2018

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| Name   | Address    | Title                             | Percentage |
|--|------------|-----------------------------------|------------|
| 1. <b>Janey Briscoe Marmion</b>                                      | Uvalde, TX | Secretary/Treasurer<br>& Director | 18.38%     |
| Occupation: Investments/self employed                                |            |                                   |            |
| <u>Bank subsidiaries</u>   |            |                                   |            |
| First State Bank of Uvalde   |            | Director                          |            |
| P. O. Box 1908   |            |                                   |            |
| Uvalde, TX 78802   |            |                                   |            |
| Direct Ownership   |            |                                   |            |
| Indirect Ownership-through Briscoe<br>Ranch, Inc. and Briscoe Family |            |                                   | 60.68%     |
| Security State Bank  |            |                                   |            |
| P. O. Drawer S   |            |                                   |            |
| Pearsall, TX 78061   |            | Director                          |            |
| Direct ownership   |            |                                   |            |
| Indirect Ownership-through Briscoe<br>Ranch, Inc. and Briscoe Family |            |                                   | 64.72%     |
| <u>Indirect Ownership</u>  |            |                                   |            |
| Zavala County Bank   |            | Director                          |            |
| 401 West Zavala  |            |                                   |            |
| Crystal City, TX 78839   |            |                                   |            |
| Indirect ownership-through Briscoe<br>Ranch, Inc. and Briscoe Family |            |                                   | 64.55%     |

Note: Individual has no title/position/ownership interest in Briscoe Brauchle JV or Oasis Outback LLC.

(continued)

**BRISCOE RANCH, INC.  
DIRECTORS/OFFICERS/INSIDERS  
NOVEMBER 30, 2017**

**AMENDED**  
**MAY 03 2018**

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| Name  | Address             | Title                   | Percentage |
|---|---------------------|-------------------------|------------|
| <p><b>2. Dolph Briscoe, III</b><br/>Occupation: Rancher</p> | Carrizo Springs, TX | President<br>& Director | 58.19%     |
| <u>Bank subsidiaries</u>                                    |                     |                         |            |
| First State Bank of Uvalde                                  |                     |                         |            |
| P. O. Box 1908  |                     |                         |            |
| Uvalde, TX 78802  |                     |                         |            |
| Direct Ownership  |                     |                         |            |
| Indirect Ownership-through Briscoe                          |                     |                         |            |
| Ranch, Inc. and Briscoe Family                              |                     |                         |            |
|   |                     | _____                   | 60.68%     |
| Security State Bank   |                     |                         |            |
| P. O. Drawer S  |                     |                         |            |
| Pearsall, TX 78061  |                     |                         |            |
| Direct ownership  |                     |                         |            |
| Indirect Ownership-through Briscoe                          |                     |                         |            |
| Ranch, Inc. and Briscoe Family                              |                     |                         |            |
|   |                     | _____                   | 64.72%     |
| <u>Indirect Ownership</u>                                   |                     |                         |            |
| Zavala County Bank  |                     |                         |            |
| 401 West Zavala   |                     |                         |            |
| Crystal City, TX 78839                                      |                     |                         |            |
| Indirect ownership-through Briscoe                          |                     |                         |            |
| Ranch, Inc. and Briscoe family                              |                     |                         |            |
|   |                     |                         | 64.55%     |

Note: Individual has no title/position/ownership interest in Briscoe Brauchle JV or Oasis Outback LLC.

Other principal business-ranching (personal business)

Other business interests : a. Dimmit Ice, LLC – 50% ownership

– coin operated freestanding ice vending machines

b. Carrizo Feeders, Ltd. – 23.75% ownership; cattle feedlot operation

c. Carrizo Enterprises, LLC – 23.75% ownership; general partner LP – Carrizo Feeders, Ltd.

(continued)

**BRISCOE RANCH, INC.  
DIRECTORS/OFFICERS/INSIDERS  
NOVEMBER 30, 2017**

**A MENDED**  
MAY 03 2018 **D**

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| Name   | Address    | Title  | Percentage |
|--|------------|--|------------|
| <b>3. Cele S. Briscoe Carpenter</b><br>Occupation: Investments/self employed             | Dallas, TX | Assistant Secretary/<br>Treasurer & Director | -0-        |
| <u>Bank subsidiaries</u>   |            |  |            |
| First State Bank of Uvalde<br>P. O. Box 1908<br>Uvalde, TX 78802                         |            | None   |            |
| Direct Ownership<br>Indirect Ownership-through Briscoe<br>Ranch, Inc. and Briscoe Family | _____      |  | 60.68%     |
| Security State Bank<br>P. O. Drawer S<br>Pearsall, TX 78061                              |            | None   |            |
| Direct ownership<br>Indirect Ownership-through Briscoe<br>Ranch, Inc. and Briscoe Family | _____      |  | 64.72%     |
| <u>Indirect Ownership</u>  |            |  |            |
| Zavala County Bank<br>401 West Zavala<br>Crystal City, TX 78839                          |            | None   |            |
| Indirect ownership-through Briscoe<br>Ranch, Inc. and Briscoe Family                     |            |  | 64.55%     |

Note: Individual has no title/position/ownership interest in Briscoe Brauchle JV or Oasis Outback LLC.