

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, 2017

Month / Day / Year

n/a

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

Reporter's Name, Street, and Mailing Address

Southwestern Bancorp, Inc.

Legal Title of Holding Company

1765 Lakeshore Dr.

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

Abilene Texas 79602
 City State Zip Code

1208 S. Main St., Boerne, TX 78006

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jack Griggs Director, President & CEO
 Name Title

325-675-6750

Area Code / Phone Number / Extension
 830-249-3988

Area Code / FAX Number
 jsmith@texasheritagebank.com

E-mail Address
 www.texasheritagebank.com

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

I, **Steven S. Mack**

Name of the Holding Company Director and Official

Director, VP & 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.

Steven S. Mack
 Signature of Holding Company Director and Official
 Aug. 16, 2018

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.

N/A

Legal Title of Subsidiary Holding Company

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

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

City State Zip Code

Physical Location (if different from mailing address)

**Southwestern Bancorp, Inc.
Boerne, Texas
Report Item 1
Fiscal Year Ending December 31, 2017**

None, Southwestern Bancorp, Inc. does not prepare an annual report for its shareholders and is not registered with the Securities and Exchange Commission.

Southwestern Bancorp, Inc.
Form 10K
Report Item 1a
December 31, 2017

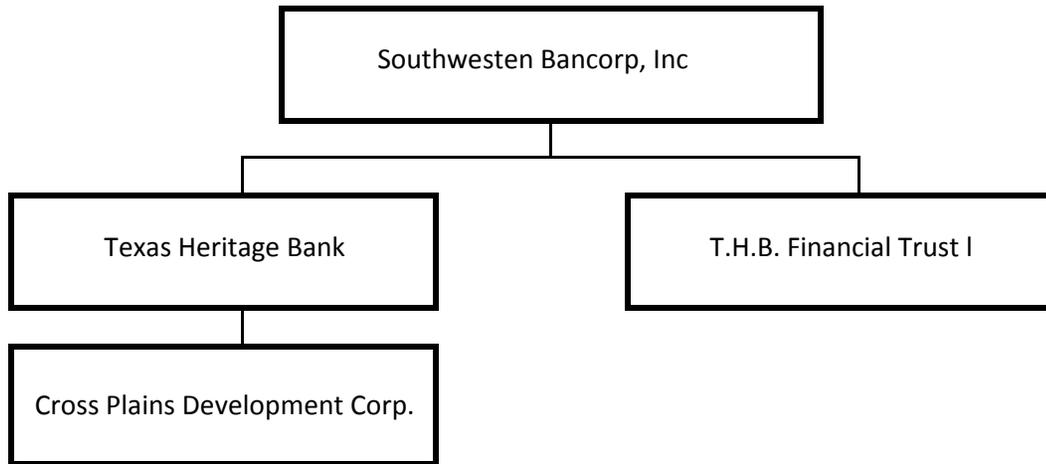
None, Southwestern Bancorp, Inc. is not registered with the Securities and Exchange Commission.

Southwestern Bancorp, Inc.
Annual Report to Shareholders
Report Item 1b
December 31, 2017

None, Southwestern Bancorp, Inc. does not prepare an annual report for its shareholders.

Southwestern Bancorp, Inc.
Boerne, Texas
Organization Chart
Report Item 2a
December 31, 2017

All ownership interest indicated are 100%.



Each of the above entities are incorporated in Texas except for the T.H.B. Trust I which originated in Delaware.

Southwestern Bancorp and Texas Heritage Bank are located in Boerne, Texas
Cross Plains Development Corp is located in Cross Plains, Texas; however, it is inactive.
None of these entities have a legal entity identifier (LEI).

Results: A list of branches for your holding company: SOUTHWESTERN BANCORP, INC. (1105283) of BOERN
 The data are as of 03/31/2017. Data reflects information that was received and processed through 04/05/20

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.
- Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date.
- 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.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page

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 email.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10.frb.org/>

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name
OK		Full Service (Head Office)	702359	TEXAS HERITAGE BANK
OK		Full Service	3538296	CROSS PLAINS BRANCH
OK		Full Service	3373732	SAN ANTONIO IH 10 BRANCH

E, TX.
17.

on column and the date when this information first became valid in the **Effective Date** column.
te in the **Effective Date** column.
lumn.
olumn and the opening or acquisition date in the **Effective Date** column.

scaling, and/or legal sized paper.

more information.
e e-mail.

each branch with a **Data Action** of **Change, Close, Delete, or Add.**
online.federalreserve.gov.

not required.

Street Address	City	State	Zip Code	County	Country
1208 SOUTH MAIN STREET	BOERNE	TX	78006-2814	KENDALL	UNITED STATES
101 NORTHWEST MAIN STREET	CROSS PLAINS	TX	76443-2579	CALLAHAN	UNITED STATES
25060 IH 10 WEST	SAN ANTONIO	TX	78257-9522	BEXAR	UNITED STATES

FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
Not Required	Not Required	TEXAS HERITAGE BANK	702359	
Not Required	Not Required	TEXAS HERITAGE BANK	702359	
Not Required	Not Required	TEXAS HERITAGE BANK	702359	

Southwestern Bancorp, Inc.
Boerne, Texas
Report Item 2b
December 31, 2017

Report Item 2b has been submitted by email.

Southwestern Bancorp, Inc.
Boerne, Texas
Report Item 3
December 31, 2017

Report Item 3: Securities Holders

(1)(a)(b)(c) and 2(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote during the fiscal year.			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.		
(1)(a) Name City, State	(1)(b) Country of Citizenship	(1)(c) Number and Percentage of Each Class of Voting Securities	2(a) Name City, State	(2)(b) Country of Citizenship	(2)(c) Number and Percentage of Each Class of Voting Securities
Jack Griggs Abilene, Texas	U.S.A.	229,000 - 61.07% Common Stock	None		
Steve Mack Boerne, Texas	U.S.A.	125,000 - 33.33% Common Stock			

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Southwestern Bancorp, Inc.
Boerne, TX 78006
Fiscal Year Ending 12/31/2017

Report Item 4: Insiders

(1) Name & Address (City, State, Country)	(2) Principal Occupation, if other than with holding company	(3)(a) Title/Position with holding company	(3)(b) Title/Position with Subsidiaries (including subsidiary name)	(3)(c) Title/Position with Other Businesses (including business name)	(4)(a) Percentage of Voting Securities in holding company	(4)(b) Percentage of Voting Securities in Subsidiaries (including subsidiary name)	(4)(c) Percentage of Voting Securities in any other co. (including co. name) if ≥ 25%
Steve Mack	Banking	VP/Secretary	Southwestern Bancorp., Inc.		33.33%		
			Texas Heritage Bank, Boerne, Texas - CEO			33.33%	
			Cross Plains Development Corp. (Inactive), Cross Plains TX - President/Director			33.33%	
			Boerne Building, LLC., Boerne, TX - Member			33.33%	
			Leon Springs Building, LLC., Boerne, TX - Member			33.33%	
			Abilene Christian University, Abilene, TX - Vice Chairman, Board of Trustees				
			Boerne Kendall County EDC, Boerne, TX - Board of Directors				

Form FR Y-6

Southwestern Bancorp, Inc.
Boerne, TX 78006
Fiscal Year Ending 12/31/2017

Report Item 4: Insiders

(1) Name & Address (City, State, Country)	(2) Principal Occupation, if other than with holding company	(3)(a) Title/Position with holding company	(3)(b) Title/Position with Subsidiaries (including subsidiary name)	(3)(c) Title/Position with Other Businesses (including business name)	(4)(a) Percentage of Voting Securities in holding company	(4)(b) Percentage of Voting Securities in Subsidiaries (including subsidiary name)	(4)(c) Percentage of Voting Securities in any other co. (including co. name) if ≥ 25%
Jack Griggs	Banking	President/CEO/Director	Southwestern Bancorp., Inc.		61.10%		
			Texas Heritage Bank, Boerne, Texas - Director			61.10%	
			Cross Plains Development Corp. (Inactive), Cross Plains TX - Director			61.10%	
			Boerne Building, LLC., Boerne, TX - Member			66.60%	
			Leon Springs Building, LLC., Boerne, TX - Member			66.60%	
			Abilene Christian University, Abilene, TX - Trustee				
			Lytle Lake Water Control and Improvement District., Abilene, TX - Director				
			Liberty Capital Bancshares Inc., Addison, TX - Director				
			Liberty Capital Bank, Addison, TX - Director				
			Rain Dance Capital, Abilene, TX - Director				
			Grand Works, Abilene, TX - Director				