

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, Patrick J. Kennedy, Jr.

Name of the Holding Company Director and Official

President and Chairman

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

04/02/2018

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. _____

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

TransPecos Financial Corp.

Legal Title of Holding Company

112 East Pecan Street, Suite 2810

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

<u>San Antonio</u>	<u>TX</u>	<u>78205</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

George A. Musselman II Bank CFO

Name Title

210-228-9960

Area Code / Phone Number / Extension

210-270-0317

Area Code / FAX Number

george.musselman@transpecosbanks.com

E-mail Address

N/A

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

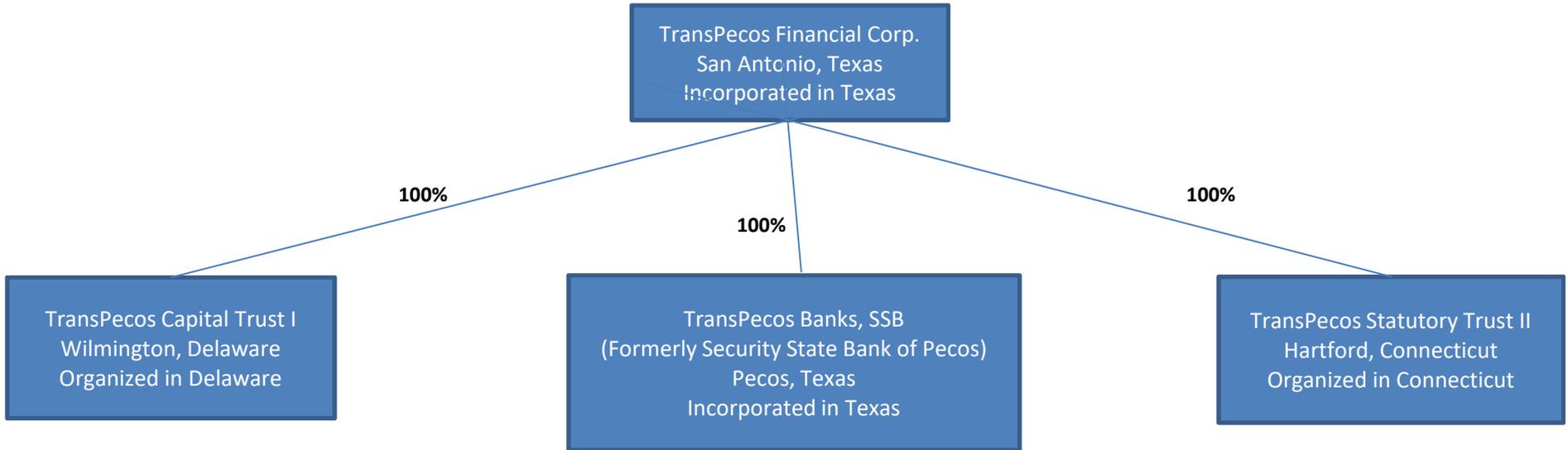
Is confidential treatment requested for any portion of this report submission?	0=No 1=Yes	<input type="checkbox"/> 0
In accordance with the General Instructions for this report (check only one),		
1. a letter justifying this request is being provided along with the report	<input type="checkbox"/>	
2. a letter justifying this request has been provided separately ...	<input type="checkbox"/>	
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."		

Form FR Y-6
TransPecos Financial Corp.
San Antonio, Texas
Fiscal Year Ending December 31, 2017

Report Item

1: The bank holding company does not prepare an annual report for its stockholders.

2: Organizational Chart



LEI is N/A for other entities listed in the above organizational chart.

Results: A list of branches for your holding company: TRANSPECOS FINANCIAL CORP. (2649588) of SAN ANTONIO, TX.
 The data are as of 12/31/2017. Data reflects information that was received and processed through 01/10/2018.

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)	908861	TRANSPECOS BANKS, SSB	115 WEST 3RD STREET	PECOS	TX	79772-3120	REEVES	UNITED STATES	7136	0	TRANSPECOS BANKS, SSB	908861	
OK		Full Service	3221020	ALPINE BRANCH	102 WEST AVENUE E	ALPINE	TX	79830	BREWSTER	UNITED STATES	429577	3	TRANSPECOS BANKS, SSB	908861	
OK		Full Service	3020063	MARATHON BRANCH	109 WEST HIGHWAY 90	MARATHON	TX	79842	BREWSTER	UNITED STATES	360775	1	TRANSPECOS BANKS, SSB	908861	

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TransPecos Financial Corp.
San Antonio, Texas
Fiscal Year Ending 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 as of fiscal year ending 12-31-2017			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 12-31-2017.		
(1)(a) Name City, State, Country	(1)(b) County of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) County of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Patrick J. Kennedy, Jr. San Antonio, Texas, USA Country of Citizenship: USA	USA	766,117 - 81.46% Common Stock	N/A		
James B. Kenney & Mecca Kay Kenney Pecos, Texas, USA Country of Citizenship: USA	USA	81,250 - 8.64% Common Stock			

Form FR Y-6
TransPecos Financial Corp.
San Antonio, Texas
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name City, State Country	(2) Principal Occupation if other than with Bank Holding Company	(3) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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)
Patrick J. Kennedy, Jr. San Antonio, Texas, USA	Attorney	President Director & Chairman	Director & Chairman - TransPecos Banks, SSB	Managing Partner - Kennedy Sutherland, LLP President & Director - Subchapter S Bank Association, Inc. President & Director - TPD Holdings, Inc. CEO & Director - TransPecos Development Corp. President & Director - Security Safety Deposit Box Corp. Managing Member - KSC Ector LLC Managing Member - Pecan Street Consulting LLC Member - E-Secured Transaction Services, LLC Member - Full Skope, LLC	81.46%	N/A	90% - Kennedy Sutherland, LLP 100% - Subchapter S Bank Association, Inc. 82.5% - TPD Holdings, Inc. 33.3% - Kohm & Associates, P. C. 50% - KSC Ector LLC 33.3% - Pecan Street Consulting LLC 33.3% - E-Secured Transaction Services, LLC 33.3% - Full Skope, LLC
William D. Sutherland VI San Antonio, Texas, USA	Attorney	Vice President & Secretary Director	Director - TransPecos Banks, SSB	Partner - Kennedy Sutherland, LLP Director - Subchapter S Bank Association, Inc. Vice President, Secretary & Director- TPD Holdings, Inc. President & Director - TransPecos Development Corp. Vice President, Secretary & Director- Security Safety Deposit Box Corp. Managing Member - KSC Ector LLC Managing Member - Pecan Street Consulting LLC Member - E-Secured Transaction Services, LLC Member - Full Skope, LLC	1.06%	N/A	33.3% - Kohm & Associates, P. C. 50% - KSC Ector LLC 33.3% - Pecan Street Consulting LLC 33.3% - E-Secured Transaction Services, LLC 33.3% - Full Skope, LLC
James R. Adams San Antonio, Texas, USA	Private Investor	Director	None	Director - Texas Instruments (retired as Chairman) Director - Southwestern Bell Telephone Company (retired as Chairman) Director - TPD Holdings, Inc. Director & Chairman - LiftFund Inc. Director & Chairman - Oncor Electric Delivery Company LLC	1.66%	N/A	None
John Kerr San Antonio, Texas, USA	Private Investor	Director	None	Director & Chairman - Azaya Therapeutics, Inc. Director & Chairman - Evestra Inc. General Partner - Morman Kerr Interests Director - TPD Holdings, Inc. Director - TransPecos Development Corp.	3.32%	N/A	
James Kenney Pecos, Texas, USA	Ranching	Director	Director - TransPecos Banks, SSB	President & Director - Jim-Mecca D Ranch, Inc	8.64%	N/A	None