

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

I, **Jeff Austin Jr**

Name of the Holding Company Director and Official

General Partner

Title of the Holding Company Director and Official

JSA Family limited Partnership

Legal Title of Holding Company

2305 Lakeshore Drive

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

Jacksonville

TX

75766

City

State

Zip Code

N/A

Physical Location (if different from mailing address)

I 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.

Person to whom questions about this report should be directed:

Todd A Burton

Name

Title

903-541-2020

Area Code / Phone Number / Extension

903-541-2086

Area Code / FAX Number

tburton@austinbank.com

E-mail Address

N/A

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

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

03/16/2018

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.

Athens TX Bancshares Inc

Legal Title of Subsidiary Holding Company

130 East Corsicana Street

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

Athens TX 75751
City State Zip Code

N/A

Physical Location (if different from mailing address)

Austin BanCorp Inc

Legal Title of Subsidiary Holding Company

PO Box 951

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

Jacksonville TX 75766
City State Zip Code

200 East Commerce, Jacksonville, Texas

Physical Location (if different from mailing address)

Capital Bancorp Inc

Legal Title of Subsidiary Holding Company

PO Box 24337

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

Houston TX 77229
City State Zip Code

10304 I10-E, Houston, Texas

Physical Location (if different from mailing address)

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)

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)

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)

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)

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)

ANNUAL REPORT

of

JSA FAMILY LIMITED PARTNERSHIP
Jacksonville, Texas

and its subsidiary bank holding companies

ATHENS TX BANCSHARES, INC, Athens, Texas
AUSTIN BANCORP, INC, Jacksonville, Texas
CAPITAL BANCORP, INC, Houston, Texas

TO THE BOARD OF GOVERNORS
OF THE FEDERAL RESERVE SYSTEM

December 31, 2017

JSA FAMILY LIMITED PARTNERSHIP

REPORT ITEMS

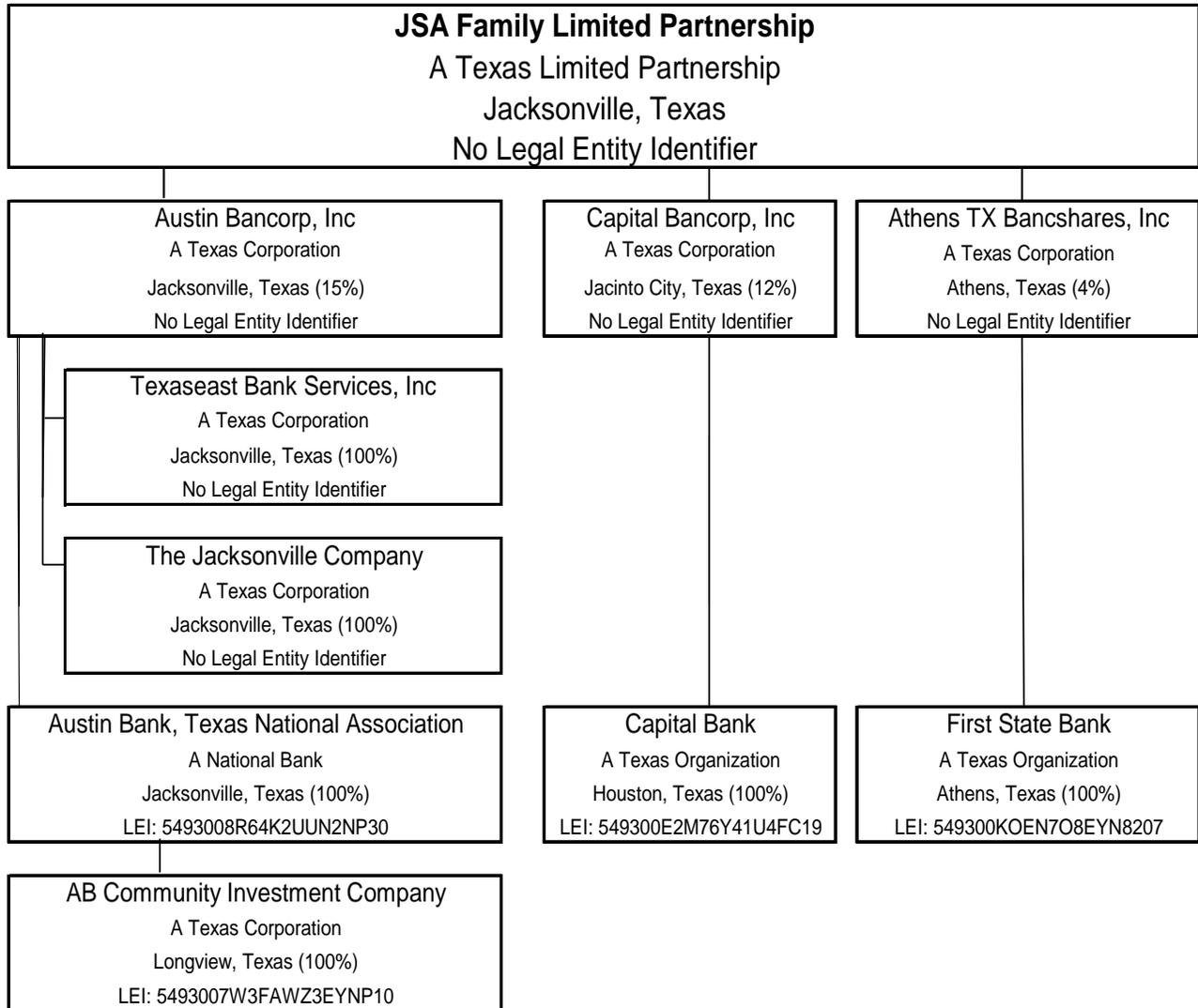
Report Item 1: Annual reports to shareholders

No formal reports are sent to shareholders.

JSA FAMILY LIMITED PARTNERSHIP

REPORT ITEMS

Report Item 2a: Organizational Chart



JSA FAMILY LIMITED PARTNERSHIP

REPORT ITEMS

Supplement to Report Item 2a: Organizational Chart

- a) Bank holding company has no investments that are a result of debts previously contracted.
- b) Bank holding company has no investments as a result of a fiduciary relationship.
- c) Bank holding company has no banks or bank holding companies held, directly or indirectly, by a subsidiary bank or other subsidiary company in a fiduciary capacity.
- d) Bank holding company has no non-voting equity investments.

JSA FAMILY LIMITED PARTNERSHIP

REPORT ITEMS

Report Item 2b: Domestic Branch Schedule

Data Action	Effective Date	Branch Service Type	Branch ID	RSS	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM	Office Number	Head Office	Head Office ID	RSS	Comments
OK		Full Service (Head Office)	548351		AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	200 EAST COMMERCE STREET	JACKSONVILLE	TX	75766-4954	CHEROKEE	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	95958		BIG SANDY BRANCH	108 EAST BROADWAY STREET, HIGHWAY 80 EAST	BIG SANDY	TX	75756-9515	UPSHUR	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	179559		BULLARD BRANCH	210 NORTH HOUSTON STREET	BULLARD	TX	75757	SMITH	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	1959235		EMORY BRANCH	610 W LENNON DR	EMORY	TX	75440	RAINS	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	2225414		NOONDAY BRANCH	16309 STATE HIGHWAY 155 SOUTH	FLINT	TX	75762	SMITH	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	4293750		FRANKSTON BRANCH	169 SOUTH FRANKSTON HIGHWAY	FRANKSTON	TX	75763	ANDERSON	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	2254269		GARRISON BRANCH	593 SOUTH U.S. 59	GARRISON	TX	75946	NACOGDOCHES	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	2402411		GILMER BRANCH	865 U.S. HIGHWAY 271 NORTH	GILMER	TX	75644	UPSHUR	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	3664065		GLADEWATER BRANCH	1625 BROADWAY AVENUE	GLADEWATER	TX	75647	GREGG	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	1448917		GRAND SALINE BRANCH	139 NORTH MAIN STREET, MAIN AND FRANK STREETS	GRAND SALINE	TX	75140	VAN ZANDT	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	3026435		JACKSONVILLE SOUTH BRANCH	1700 SOUTH JACKSON STREET	JACKSONVILLE	TX	75766	CHEROKEE	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	931654		KILGORE BRANCH	1006 STONE ROAD	KILGORE	TX	75662	GREGG	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	5078527		LINDALE BRANCH	603 SOUTH MAIN STREET	LINDALE	TX	75771	SMITH	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	3010297		LONGVIEW BAR-K BRANCH	5653 US HIGHWAY 259	LONGVIEW	TX	75605	GREGG	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	2337166		LONGVIEW BRANCH	911 WEST LOOP 281	LONGVIEW	TX	75604	GREGG	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	1009550		LONGVIEW GREGGTON BRANCH	3400 WEST MARSHALL AVENUE, HIGHWAY 80	LONGVIEW	TX	75604	GREGG	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	2421207		LONGVIEW LOOP BRANCH	308 EAST LOOP 281	LONGVIEW	TX	75605	GREGG	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	3657601		LONGVIEW PINE TREE BRANCH	2609 GILMER ROAD	LONGVIEW	TX	75604	GREGG	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	4815565		LUFKIN BRANCH	2000 SOUTH JOHN REDDITT DRIVE	LUFKIN	TX	75904	ANGELINA	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	3026444		MARSHALL BRANCH	1210 EAST PINECREST DRIVE	MARSHALL	TX	75670	HARRISON	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	3272282		NACOGDOCHES BRANCH	3120 NORTH STREET	NACOGDOCHES	TX	75965	NACOGDOCHES	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	3186026		PALESTINE BRANCH	2745 SOUTH LOOP 256	PALESTINE	TX	75801-6933	ANDERSON	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	667962		RUSK BRANCH	401 NORTH MAIN STREET, CORNER OF MAIN AND 4TH	RUSK	TX	75785-1331	CHEROKEE	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	602066		TIMPSON BRANCH	352 JACOB STREET, PARK PLAZA	TIMPSON	TX	75975	SHELBY	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	1418077		TROUP BRANCH	507 WEST DUAL STREET	TROUP	TX	75789	SMITH	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	3696682		TYLER CUMBERLAND PARK BRANCH	108 MARKET SQUARE BLVD.	TYLER	TX	75703	SMITH	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	3243321		TYLER DOWNTOWN BRANCH	305 SOUTH BROADWAY, SUITE 100	TYLER	TX	75702	SMITH	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	3272095		TYLER LOOP BRANCH	1230 SOUTH SOUTHWEST LOOP 323	TYLER	TX	75701	SMITH	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	3005471		TYLER MED CENTER BRANCH	611 SOUTH BECKHAM AVENUE	TYLER	TX	75701-1901	SMITH	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	2310958		TYLER SOUTH BRANCH	5515 OLD BULLARD ROAD	TYLER	TX	75703	SMITH	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	1959404		VAN BRANCH	766 WEST MAIN STREET, HIGHWAY 110 OR FARM ROAD 16	VAN	TX	75790	VAN ZANDT	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service	296661		WHITEHOUSE BRANCH	100 HORTON STREET	WHITEHOUSE	TX	75791	SMITH	UNITED STATES	Not Required	Not Required	AUSTIN BANK, TEXAS NATIONAL ASSOCIATION	548351		
OK		Full Service (Head Office)	596156		CAPITAL BANK	10304 EAST FREEWAY	HOUSTON	TX	77029	HARRIS	UNITED STATES	Not Required	Not Required	CAPITAL BANK	596156		
OK		Full Service	3339055		BAYTOWN BRANCH	3719 GARTH ROAD	BAYTOWN	TX	77521-3101	HARRIS	UNITED STATES	Not Required	Not Required	CAPITAL BANK	596156		
OK		Full Service	3450923		DEER PARK BRANCH	3500 EAST BLVD.	DEER PARK	TX	77536-1890	HARRIS	UNITED STATES	Not Required	Not Required	CAPITAL BANK	596156		
OK		Full Service	5165342		EAGLE'S TRACE RETIREMENT COMMUNITY BANKING CENTER	14703 EAGLE VISTA DRIVE	HOUSTON	TX	77077	HARRIS	UNITED STATES	Not Required	Not Required	CAPITAL BANK	596156		
OK		Full Service	3235139		PASADENA BRANCH	6101 FAIRMONT PARKWAY	PASADENA	TX	77505-4024	HARRIS	UNITED STATES	Not Required	Not Required	CAPITAL BANK	596156		
OK		Full Service	3201983		PEARLAND BRANCH	1813 EAST BROADWAY STREET	PEARLAND	TX	77581-5605	BRAZORIA	UNITED STATES	Not Required	Not Required	CAPITAL BANK	596156		
OK		Full Service	3436217		WEST PEARLAND BRANCH	8703 WEST BROADWAY STREET, SUITE 131	PEARLAND	TX	77584-8098	BRAZORIA	UNITED STATES	Not Required	Not Required	CAPITAL BANK	596156		
OK		Full Service	5105441		SUGAR LAND BRANCH	1470 FIRST COLONY BOULEVARD, SUITE 102	SUGAR LAND	TX	77479	FORT BEND	UNITED STATES	Not Required	Not Required	CAPITAL BANK	596156		
OK		Full Service (Head Office)	264455		FIRST STATE BANK	130 EAST CORSICANA STREET	ATHENS	TX	75751-2502	HENDERSON	UNITED STATES	Not Required	Not Required	FIRST STATE BANK	264455		
OK		Full Service	141659		TYLER STREET BRANCH	1114 EAST TYLER STREET	ATHENS	TX	75751	HENDERSON	UNITED STATES	Not Required	Not Required	FIRST STATE BANK	264455		
OK		Full Service	5009008		CORSICANA BRANCH	811 NORTH MAIN STREET	CORSICANA	TX	75110	NAVARRO	UNITED STATES	Not Required	Not Required	FIRST STATE BANK	264455		
OK		Full Service	3539453		GUN BARREL BRANCH	118 WEST MAIN STREET	GUN BARREL CITY	TX	75156	HENDERSON	UNITED STATES	Not Required	Not Required	FIRST STATE BANK	264455		
OK		Full Service	1433539		MABANK BRANCH	201 SOUTH THIRD STREET	MABANK	TX	75147	KAUFMAN	UNITED STATES	Not Required	Not Required	FIRST STATE BANK	264455		
OK		Full Service	1417977		MALAKOFF BRANCH	102 WEST ROYAL BOULEVARD	MALAKOFF	TX	75148	HENDERSON	UNITED STATES	Not Required	Not Required	FIRST STATE BANK	264455		

JSA FAMILY LIMITED PARTNERSHIP

REPORT ITEMS

Report Item 3(1): Shareholders

The following shareholders directly or indirectly own, control, or hold with power to vote five percent or more of the outstanding stock of bank holding company:

JSA Family Limited Partnership

<u>Shareholder</u>	<u>Citizenship</u>	<u>Percentage of Ownership</u>
Jeff Austin, Jr Dynasty Trust Jacksonville, Texas Jeff Austin, III, Trustee	USA	49% Limited partner
Laurel P Austin Dynasty Trust Jacksonville, Texas Jeff Austin, III, Trustee	USA	49% Limited partner

Athens TX Bancshares, Inc

<u>Shareholder</u>	<u>Citizenship</u>	<u>Number of Shares Held</u>	<u>Percentage of Ownership</u>
JSA Family Limited Partnership/Jeff Austin, Jr. Jacksonville, Texas	USA	69,090	17%
Jane Austin Chapman Limited Partnership LP/Jane Austin Chapman Frankston, Texas	USA	75,378	18%
Brent Alan Hooser Big Sandy, Texas	USA	55,858	13%
Nedra Hooser Corsicana, Texas	USA	24,100	6%
Nicki Hooser Santa Fe, New Mexico	USA	59,734	14%

Jeff Austin, Jr. personally holds 32,800 shares. This total includes 15,000 shares held by Jeff Austin Family Limited Partnership #1 and 17,232 shares held by JSA Family Limited Partnership over which Mr. Austin has sole voting and dispositive power. This total also includes 50% of 8,116 shares held by Rusk Loan Company, a corporation controlled jointly with Jane Austin Chapman. In addition, 13,692 shares are held by Mr. Austin's daughters and son. Mr. Austin denies

beneficial ownership of these shares.

Jane Austin Chapman personally holds 4,800 shares. This total includes 11,500 shares held by Jane Austin Chapman 2012 Trust, 23,520 shares held by Jane Austin Chapman Limited Partnership, 16,500 shares held by Jane Austin Chapman Children's Insurance Trust and 15,000 shares held by Jeff Austin Family Limited Partnership #2 and over which Mrs. Chapman exercises sole voting and dispositive power. This total also includes 50% of 8,116 shares held by Rusk Loan Company, a corporation controlled jointly with Jeff Austin, Jr. In addition, 24,828 shares are held by Mrs. Chapman's daughter and son. Mrs. Chapman denies beneficial ownership of these shares.

Brent Alan Hooser personally holds 23,861 shares. This total includes 31,997 held by Brent Alan Hooser Trust #1 over which Mr. Hooser exercises sole voting and dispositive power.

Nedra Hooser personally holds no shares. This total includes 23,600 shares held by Hooser Financial Partnership LP and 500 shares held by Nedra Management Company over which Mrs. Hooser exercises sole voting and dispositive power.

Nicki Hooser personally holds 29,031 shares. This total includes 28,846 held by Nicki Hooser Trust #1 and 1,857 held by Hooser Dynasty Trust over which Mrs. Hooser exercises sole voting and dispositive power.

Austin BanCorp, Inc

<u>Shareholder</u>	<u>Citizenship</u>	<u>Number of Shares Held</u>	<u>Percentage of Ownership</u>
JSA Family Limited Partnership/Jeff Austin, Jr. Jacksonville, Texas	USA	341,438	30%
Jane Austin Chapman Limited Partnership LP/Jane Austin Chapman Frankston, Texas	USA	325,678	28%

Jeff Austin, Jr. personally holds 41,760 shares. This total includes 12,121 shares held by Jeff Austin Jr Investment Trust, 57,092 shares held by Jeff Austin Family Limited Partnership #1 and 176,621 shares held by JSA Family Limited Partnership over which Mr. Austin has sole voting and dispositive power. This total also includes 50% of 107,687 shares held by Rusk Loan Company, a corporation controlled jointly with Jane Austin Chapman. In addition, 2,663 shares are held by his wife, Laurel P. Austin, and 68,764 shares are held by Mr. Austin's daughters and son. Mr. Austin denies beneficial ownership of these shares.

Jane Austin Chapman personally holds 9,448 shares. This total includes 11,821 shares held by Jane Austin Chapman Investment Trust, 8,950 shares held by Jane Austin Chapman 2012 Trust, 164,974 shares held by Jane Austin Chapman Limited Partnership, 19,550 held by Jane Austin Chapman Children's Insurance Trust and 57,092 shares held by Jeff Austin Family Limited Partnership #2 over which Mrs. Chapman exercises sole voting and dispositive power. This total also includes 50% of 107,687 shares held by Rusk Loan Company, a corporation controlled jointly with Jeff Austin, Jr. In addition, 63,952 shares are held by Mrs. Chapman's daughter and son.

Mrs. Chapman denies beneficial ownership of these shares.

Capital Bancorp, Inc

<u>Shareholder</u>	<u>Citizenship</u>	<u>Number of Shares Held</u>	<u>Percentage of Ownership</u>
JSA Family Limited Partnership/Jeff Austin, Jr. Jacksonville, Texas	USA	224,522	15%
Jane Austin Chapman Limited Partnership LP/Jane Austin Chapman Frankston, Texas	USA	160,018	11%
John F Austin, III Houston, Texas	USA	140,483	9%
Mary Austin Moody Houston, Texas	USA	130,386	9%

Jeff Austin, Jr. personally holds 19,984 shares. This total includes 10,000 shares held by Jeff Austin Jr Investment Trust, 15,000 shares held by Jeff Austin Family Limited Partnership #1 and 171,615 shares held by JSA Family Limited Partnership over which Mr. Austin has sole voting and dispositive power. This total also includes 50% of 15,845 shares held by Rusk Loan Company, a corporation controlled jointly with Jane Austin Chapman. In addition, 1,419 shares are held by his wife, Laurel P. Austin, and 75,205 shares are held by Mr. Austin's daughters and son. Mr. Austin denies beneficial ownership of these shares.

Jane Austin Chapman personally holds 1,117 shares. This total includes 10,000 held by Jane Austin Chapman Investment Trust, 5,400 shares held by Jane Austin Chapman 2012 Trust, 115,629 shares held by Jane Austin Chapman Limited Partnership, 4,950 shares held by Jane Austin Chapman Children's Trust and 15,000 shares held by Jeff Austin Family Limited Partnership #2 over which Mrs. Chapman exercises sole voting and dispositive power. This total also includes 50% of 15,845 shares held by Rusk Loan Company, a corporation controlled jointly with Jeff Austin, Jr. In addition, 30,868 shares are held by Mrs. Chapman's daughter and son. Mrs. Chapman denies beneficial ownership of these shares.

Report Item 3(2): Shareholders Not Listed

None. **JSA Family Limited Partnership**

None. **Athens TX Bancshares, Inc**

None. **Austin BanCorp, Inc**

None. **Capital Bancorp, Inc**

JSA FAMILY LIMITED PARTNERSHIP

REPORT ITEMS

Report Item 4: Insiders

The following pages list each principal shareholder, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation, of the bank holding companies.

JSA Family Limited Partnership

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jeff Austin Jr Jacksonville, Texas USA Bank executive	BHC	JSA Family Ltd Partnership General Partner	-	1%
	BHC Subsidiary	Athens TX Bancshares Inc Director, Chairman of the Board	69,090	17%
	BHC Subsidiary	Austin BanCorp, Inc Director, Chairman of the Board	341,438	30%
	BHC Subsidiary	Austin Bank, Texas NA Director, Chairman of the Board	-	-
	BHC Subsidiary	Capital BanCorp, Inc Director, Chairman of the Board	224,522	15%
	BHC Subsidiary	Capital Bank Director, Chairman of the Board	-	-
	BHC Subsidiary	First State Bank Director, Chairman of the Board	-	-

JSA Family Limited Partnership

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jeff Austin Jr Jacksonville, Texas USA Bank executive	BHC Subsidiary	Jacksonville Company Director, President	-	-
	Other Business	2225 Partnership Partner	-	50%
	Other Business	Jeff Austin Family Ltd Part #1 General Partner	-	100%
	Other Business	Jeff Austin Jr Investment Trust Trustee	-	100%
	Other Business	Rusk Loan Company Principal shareholder	53,844	50%

JSA Family Limited Partnership

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Laurel P Austin Jacksonville, Texas USA Bank executive	BHC	JSA Family Ltd Partnership General Partner	-	1%
	BHC Subsidiary	Austin BanCorp, Inc Director, Secretary	2,663	1%
	BHC Subsidiary	Austin Bank, Texas NA Director, Sr Exec Vice President	-	-
	BHC Subsidiary	Jacksonville Company Director, Vice President	-	-
	BHC Subsidiary	Texas East Bank Services, Inc Chairman of the Board	-	-
	Other Business	2225 Partnership Partner	-	50%

JSA Family Limited Partnership

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jeff Austin Jr Dynasty Trust Jacksonville, Texas USA	BHC	JSA Family Ltd Partnership General Partner	-	49%

JSA Family Limited Partnership

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Laurel P Austin Dynasty Trust Jacksonville, Texas USA	BHC	JSA Family Ltd Partnership General Partner	-	49%

Athens TX Bancshares Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jeff Austin Jr Jacksonville, Texas USA Bank executive	BHC	Athens TX Bancshares Inc Director, Chairman of the Board	69,090	17%
	BHC Subsidiary	First State Bank Director, Chairman of the Board	-	-
	Other Business	2225 Partnership Partner	-	50%
	Other Business	Austin BanCorp, Inc Director, Chairman of the Board	341,438	30%
	Other Business	Jeff Austin Family Ltd Part #1 General Partner	-	100%
	Other Business	Jeff Austin Jr Investment Trust Trustee	-	100%
	Other Business	Rusk Loan Company Principal shareholder	53,844	50%

Athens TX Bancshares Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jane A Chapman Frankston, Texas USA Bank executive	BHC	Athens TX Bancshares Inc Director	75,378	18%
	BHC Subsidiary	First State Bank Director	-	-
	Other Business	Austin BanCorp, Inc Director, Vice President	325,678	28%
	Other Business	Jane Austin Chapman 2010 Trust Trustee	-	60%
	Other Business	Jane Austin Chapman 2012 Trust Trustee	-	28%
	Other Business	Jane Austin Chapman Mgmt Co LC President, Treasurer	-	90%
	Other Business	JBMK Limited Partnership Limited Partner	-	100%

Athens TX Bancshares Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jane A Chapman Frankston, Texas USA Bank executive	Other Business	JBMK Management Company LC President, Treasurer	-	90%
	Other Business	Jeff Austin Family Ltd Part #2 General Partner	-	93%
	Other Business	Rusk Loan Company Director, Principal Shareholder	53,843	50%

Athens TX Bancshares Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jason Hayes Malakoff, Texas USA Secretary/Treasurer	BHC	Athens TX Bancshares Inc Secretary/Treasurer	-	-
	BHC Subsidiary	First State Bank Vice President/Controller	-	-

Athens TX Bancshares Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Brent Alan Hooser Big Sandy, Texas USA Personal trainer	BHC	Athens TX Bancshares Inc Principal Securities Holder	59,734	14%
	BHC Subsidiary	First State Bank Director	-	-

Athens TX Bancshares Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Nedra Hooser Corsicana, Texas USA Bank executive	BHC	Athens TX Bancshares Inc Director/Vice President	24,100	6%
	BHC Subsidiary	First State Bank Director	-	-
	Other Business	Hooser Family Partnership LP President	-	53%
	Other Business	Hooser Ranch LP Limited Partner	-	43%
	Other Business	Nedra Management LLC President	-	90%
	Other Business	Nikki Management Co LLC Vice President/Secretary	-	50%

Athens TX Bancshares Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Nicki Hooser Santa Fe, New Mexico USA Retired rancher	BHC	Athens TX Bancshares Inc Principal Securities Holder	55,858	13%
	BHC Subsidiary	First State Bank Director	-	-

Athens TX Bancshares Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jess Laird Athens, Texas USA Bank executive	BHC	Athens TX Bancshares Inc Director/President	1,007	1%
	BHC Subsidiary	First State Bank Director/President	-	-

Athens TX Bancshares Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Kenneth McGee Athens, Texas USA Retired feed store owner	BHC	Athens TX Bancshares Inc Director/Vice President	6,260	1%
	BHC Subsidiary	First State Bank Director	-	-
	Other Business	K&R McGee Cattle Co LLC Authorized Manager	-	100%
	Other Business	K&R McGee FLP Authorized Manager	-	99%
	Other Business	K&R McGee Properties FLP Authorized Manager	-	25%
	Other Business	KRM Cattle Co FLP Authorized Manager	-	99%
	Other Business	McGee Family Investments LLC Authorized Manager	-	100%

Austin Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jeff Austin Jr Jacksonville, Texas USA Bank executive	BHC	Austin BanCorp, Inc Director, Chairman of the Board	341,438	30%
	BHC Subsidiary	Austin Bank, Texas NA Director, Chairman of the Board	-	-
	BHC Subsidiary	Jacksonville Company Director, President	-	-
	Other Business	2225 Partnership Partner	-	50%
	Other Business	Jeff Austin Family Ltd Part #1 General Partner	-	100%
	Other Business	Jeff Austin Jr Investment Trust Trustee	-	100%
	Other Business	Rusk Loan Company Principal shareholder	53,844	50%

Austin Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jeff Austin, III Jacksonville, Texas USA Bank executive	BHC	Austin BanCorp, Inc Director, Vice Chairman	41,642	3%
	BHC Subsidiary	Austin Bank, Texas NA Director, Vice Chairman	-	-
	Other Business	333 Family Ltd Partnership Co-owner/Director	-	50%
	Other Business	Austin Insurance Trust 2000 Grantor	-	100%
	Other Business	Briarcreek, LLC Shareholder	-	100%
	Other Business	Briarwood Group, LTD Director, Co-President	-	50%
	Other Business	H&A Mesa Management LLC Co-President	-	50%

Austin Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jeff Austin, III Jacksonville, Texas USA Bank executive	Other Business	Jeff Austin, III Family Trust 2005 Grantor & Trustee	-	100%
	Other Business	JMC General Partner LLC Director, President, Sec/Treas	-	100%
	Other Business	Mesa Loan Company of Athens, LP Limited Partner, Co-President	-	50%
	Other Business	Number Three General Partner, LLC Co-owner/Director	-	50%
	Other Business	The Opal Group Irrevocable Trust Trustee	-	100%

Austin Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Laurel P Austin Jacksonville, Texas USA Bank executive	BHC	Austin BanCorp, Inc Director, Secretary	2,663	1%
	BHC Subsidiary	Austin Bank, Texas NA Director, Sr Exec Vice President	-	-
	BHC Subsidiary	Jacksonville Company Director, Vice President	-	-
	BHC Subsidiary	Texas East Bank Services, Inc Chairman of the Board	-	-
	Other Business	2225 Partnership Partner	-	50%

Austin Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Todd A Burton Jacksonville, Texas USA Bank executive	BHC	Austin BanCorp, Inc Director, Vice Pres, Treasurer	277	1%
	BHC Subsidiary	AB Community Investment Co Treasurer	-	-
	BHC Subsidiary	Austin Bank, Texas NA Sr Exec Vice President/CFO	-	-
	BHC Subsidiary	Jacksonville Company Director, Vice President	-	-
	BHC Subsidiary	Texas East Bank Services, Inc Treasurer	-	-

Austin Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jane A Chapman Frankston, Texas USA Bank executive	BHC	Austin BanCorp, Inc Director, Vice President	325,678	28%
	BHC Subsidiary	Austin Bank, Texas NA Director, Vice President	-	-
	Other Business	Jane Austin Chapman 2010 Trust Trustee	-	60%
	Other Business	Jane Austin Chapman 2012 Trust Trustee	-	28%
	Other Business	Jane Austin Chapman Mgmt Co LC President, Treasurer	-	90%
	Other Business	JBMK Limited Partnership Limited Partner	-	100%
	Other Business	JBMK Management Company LC President, Treasurer	-	90%

Austin Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jane A Chapman Frankston, Texas USA Bank executive	Other Business	Jeff Austin Family Ltd Part #2 General Partner	-	93%
	Other Business	Rusk Loan Company Director, Principal Shareholder	53,843	50%

Austin Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Ronny E Lee Jacksonville, Texas USA Retired bank executive	BHC	Austin BanCorp, Inc Director	8,051	1%
	BHC Subsidiary	Austin Bank, Texas NA Director	-	-
	BHC Subsidiary	Texas East Bank Services, Inc Director	-	-

Austin Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Michael Neill Athens, Texas USA Bank executive	BHC	Austin BanCorp, Inc Director	32,890	2%
	BHC Subsidiary	Austin Bank, Texas NA Director	-	-
	Other Business	Austin Legacy LLC Manager	-	100%
	Other Business	Lake Athens Capital LLC President	-	25%
	Other Business	MAN Legacy Ltd Owner/Manager	-	99%
	Other Business	MAN Legacy Trust Trustee	-	100%
	Other Business	Prestige Ventures LLC Secretary	-	50%

Austin Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Joe H Sharp Jr Longview, Texas USA Retired bank executive	BHC	Austin BanCorp, Inc Director	8,028	1%
	BHC Subsidiary	Austin Bank, Texas NA Director	-	-

Austin Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
John P Williams Whitehouse, Texas USA Bank executive	BHC	Austin BanCorp, Inc Director, President	2,321	1%
	BHC Subsidiary	Austin Bank, Texas NA Director, President	-	-

Capital Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jeff Austin Jr Jacksonville, Texas USA Bank executive	BHC	Capital BanCorp, Inc Director, Chairman of the Board	224,522	15%
	BHC Subsidiary	Capital Bank Director, Chairman of the Board	-	-
	Other Business	2225 Partnership Partner	-	50%
	Other Business	Austin BanCorp, Inc Director, Chairman of the Board	341,438	30%
	Other Business	Jeff Austin Family Ltd Part #1 General Partner	-	100%
	Other Business	Jeff Austin Jr Investment Trust Trustee	-	100%
	Other Business	Rusk Loan Company Principal shareholder	53,844	50%

Capital Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jeff Austin, III Jacksonville, Texas USA Bank executive	BHC	Capital Bancorp, Inc Director	41,823	2%
	BHC Subsidiary	Capital Bank Director, Exec Committee Member	-	-
	Other Business	333 Family Ltd Partnership Co-owner/Director	-	50%
	Other Business	Austin Insurance Trust 2000 Grantor	-	100%
	Other Business	Briarcreek, LLC Shareholder	-	100%
	Other Business	Briarwood Group, LTD Director, Co-President	-	50%
	Other Business	H&A Mesa Management LLC Co-President	-	50%

Capital Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jeff Austin, III Jacksonville, Texas USA Bank executive	Other Business	Jeff Austin, III Family Trust 2005 Grantor & Trustee	-	100%
	Other Business	JMC General Partner LLC Director, President, Sec/Treas	-	100%
	Other Business	Mesa Loan Company of Athens, LP Limited Partner, Co-President	-	50%
	Other Business	Number Three General Partner, LLC Co-owner/Director	-	50%
	Other Business	The Opal Group Irrevocable Trust Trustee	-	100%

Capital Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
John F Austin III Houston, Texas USA Banking/Investments	BHC	Capital Bancorp, Inc Director	140,483	9%
	BHC Subsidiary	Capital Bank Director, Sr Vice President	-	-

Capital Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jane A Chapman Frankston, Texas USA Bank executive	BHC	Capital Bancorp, Inc Principal Securities Holder	160,018	11%
	Other Business	Austin BanCorp, Inc Director, Vice President	325,678	28%
	Other Business	Jane Austin Chapman 2010 Trust Trustee	-	60%
	Other Business	Jane Austin Chapman 2012 Trust Trustee	-	28%
	Other Business	Jane Austin Chapman Mgmt Co LC President, Treasurer	-	90%
	Other Business	JBMK Limited Partnership Limited Partner	-	100%
	Other Business	JBMK Management Company LC President, Treasurer	-	90%

Capital Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Jane A Chapman Frankston, Texas USA Bank executive	Other Business	Jeff Austin Family Ltd Part #2 General Partner	-	93%
	Other Business	Rusk Loan Company Director, Principal Shareholder	53,843	50%

Capital Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Linden Goehring Jacinto City, Texas USA Bank executive	BHC	Capital Bancorp, Inc Director, Asst Secretary	4,048	1%
	BHC Subsidiary	Capital Bank Director, President & CEO	-	-

Capital Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Mary Austin Moody Houston, Texas USA Banking/Investments	BHC	Capital Bancorp, Inc Director	130,386	9%
	BHC Subsidiary	Capital Bank Director, Sr Vice President	-	-

Capital Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
Lauri Smith Jacinto City, Texas USA Bank executive	BHC	Capital Bank Vice President	-	-
	BHC Subsidiary	Capital Bancorp, Inc Secretary	-	-

Capital Bancorp Inc

Director, officer, principal's name, address and occupation	Organization	Title and position	Number of shares owned, controlled or held with power to vote	Percentage of shares owned, controlled or held with power to vote
F Wayne Walker Jacinto City, Texas USA Bank executive	BHC	Capital Bancorp, Inc Director, Vice Pres, Asst Sec	4,646	1%
	BHC Subsidiary	Capital Bank Exec Vice President, CFO	-	-