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(o)(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.

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.

Oscar Temblador
Name of the Holding Company Director and Official
Director

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

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

RSSID
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

Riverbend Financial Corporation
Legal Title of Holding Company
2000 Handley Ederville Rd.
(Mailing Address of the Holding Company) Street / P.O. Box
Fort Worth, TX 76118
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Oscar Temblador
Name
Director
Title

Area Code / Phone Number / Extension
817-284-9598

Area Code / FAX Number
817-284-7256

E-mail Address
ot@spectrabank

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

Is confidential treatment requested for any portion of this report submission? ☐ 0 ☒ 1

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."

12/2016
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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12/2012
Report Item 1:  
a. The bank holding company does not prepare an annual report for its shareholders.  
b. The bank holding company is not required to file a 10(k) with the SEC.

Report Item 2(a):  
Organizational Chart

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RIVERBEND FINANCIAL CORP  
LEI: None  
FORT WORTH, TEXAS  
INCORPORATED in TEXAS
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RIVERBEND FINANCIAL CAPITAL TRUST  
LEI: None  
Fort Worth, Texas  
Nevada Trust
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SPECTRA BANK  
LEI: None  
FORT WORTH, TEXAS  
INCORPORATED in TEXAS
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Report Item 2(b):  
Domestic Branch listing provided to the Federal Reserve Bank via email.
Results: A list of branches for your depository institution: SPECTRA BANK (ID_RSSD: 426057).
This depository institution is held by RIVERBEND FINANCIAL CORPORATION (3391679) of FORT WORTH, TX.

The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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.

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://ystonline.federalreserve.gov.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.
Report Item 3: Shareholders (1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of December 31, 2016

<table>
<thead>
<tr>
<th>Name</th>
<th>Country of Citizenship</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Barkat Ali</td>
<td>USA</td>
<td>64,920 - 30.07% common stock</td>
</tr>
<tr>
<td>Shair Baz Hakemy</td>
<td>USA</td>
<td>53,762 - 24.90% common stock</td>
</tr>
<tr>
<td>M.H. Farhat</td>
<td>USA</td>
<td>26,180 - 12.13% common stock</td>
</tr>
<tr>
<td>Paul G. Johnston</td>
<td>USA</td>
<td>21,568 - 9.99% common stock</td>
</tr>
<tr>
<td>Somyos Srianant</td>
<td>USA</td>
<td>20,735 - 9.60% common stock</td>
</tr>
<tr>
<td>Sam Farhat</td>
<td>USA</td>
<td>14,193 - 6.57% common stock</td>
</tr>
</tbody>
</table>

Shareholders 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 December 31, 2016

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<th>Name</th>
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<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
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</tr>
<tr>
<td>Name</td>
<td>Occupation if other than with Bank Holding Company</td>
<td>Title and Position with Bank Holding Company / Subsidiaries</td>
</tr>
<tr>
<td>-----------------------</td>
<td>---------------------------------------------------</td>
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</tr>
<tr>
<td>Ali Barkat</td>
<td>Business President</td>
<td>Director and Principal Shareholder / Riverbend Bank</td>
</tr>
<tr>
<td>Shair Baz Hakemy</td>
<td>Business President</td>
<td>Director and Principal Shareholder / Riverbend Bank</td>
</tr>
<tr>
<td>Paul G. Johnston</td>
<td>Retired Colonel</td>
<td>Director / Chairman of the Board / Riverbend Bank</td>
</tr>
<tr>
<td>M. H. Farhat</td>
<td>Business President</td>
<td>Principal Shareholder / N/A</td>
</tr>
<tr>
<td>Oscar Temblador</td>
<td>Banker</td>
<td>President, CEO, &amp; Director / Riverbend Financial Corp.</td>
</tr>
</tbody>
</table>