

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

549300XXFXF51RISE215

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

Reporter's Name, Street, and Mailing Address

Odessa SouthWest Bancshares, Inc.

Legal Title of Holding Company

4800 East 42nd Street

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

Odessa TX 79762

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jim Cox EVP/CFO

Name Title

432/552-5000/1112

Area Code / Phone Number / Extension

432/552-1025

Area Code / FAX Number

jim.cox@southwbank.com

E-mail Address

N/A

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

I, Dewey Bryant

Name of the Holding Company Director and Official

Director & 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.

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.

Dewey Bryant
 Signature of Holding Company Director and Official

4-2-2018
 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? No Yes

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.

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)

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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)

Odessa SouthWest Bancshares, Inc.
Odessa, Texas
Incorporated in Texas/USA
LEI:549300XXFXF51RISE215

100%

SouthWest Bank
Odessa, Texas
Incorporated in Texas/USA
LEI:5493003JGY7VFGEGT744

75%

SouthWest Bank Factoring, LLC
Odessa, Texas
Incorporated in Texas/USA

Results: A list of branches for your depository institution: **SOUTHWEST BANK (ID_RSSD: 561864)**.
 This depository institution is held by **ODESSA SOUTHWEST BANCSHARES, INC. (4415929)** of **ODESSA, 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.
- 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)	561864	SOUTHWEST BANK	4800 E 42ND ST	ODESSA	TX	79762	ECTOR	UNITED STATES	Not Required	Not Required	SOUTHWEST BANK	561864	
OK		Full Service	3641196	LUBBOCK BRANCH	10115 QUAKER AVENUE	LUBBOCK	TX	79424-7380	LUBBOCK	UNITED STATES	Not Required	Not Required	SOUTHWEST BANK	561864	
OK		Full Service	4612607	LUBBOCK WEST LOOP BRANCH	1901 WEST LOOP 289, SUITE 4	LUBBOCK	TX	79407	LUBBOCK	UNITED STATES	Not Required	Not Required	SOUTHWEST BANK	561864	
OK		Full Service	4558282	MIDLAND BRANCH	1301 WEST WALL STREET	MIDLAND	TX	79701	MIDLAND	UNITED STATES	Not Required	Not Required	SOUTHWEST BANK	561864	
OK		Full Service	3657674	CONVENIENCE CENTER BRANCH	5201 JOHN BEN SHEPPERD PARKWAY	ODESSA	TX	79762	ECTOR	UNITED STATES	Not Required	Not Required	SOUTHWEST BANK	561864	
OK		Full Service	3195336	DOWNTOWN BRANCH	600 WEST 8TH ST	ODESSA	TX	79761-4403	ECTOR	UNITED STATES	Not Required	Not Required	SOUTHWEST BANK	561864	

Form FR Y-6

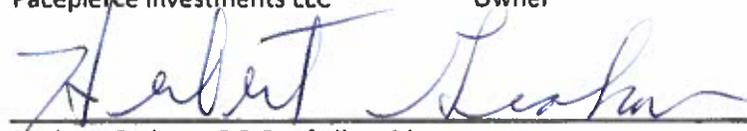
Odessa SouthWest Bancshares, Inc.
Odessa, Texas
Fiscal Year Ending December 31, 2017

Report Item 3: Securities Holders

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 & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Richard Browning II Trust, Odessa, Texas, USA, Richard Browning, Trustee	United States	15,388 - 8.77% Common Stock	None		
Lauren Browning Trust, Odessa, Texas, USA, Richard Browning Trustee	United States	15,388 - 8.77% Common Stock			
Frank Deaderick, Odessa, Texas, USA	United States	29,593 - 16.87% Common Stock			
Herbert Graham, Odessa, Texas, USA	United States	14,519 - 8.28% Common Stock			
RFG Trust, Odessa, Texas, USA, Herbert Graham, Trustee	United States	14,519 - 8.28% Common Stock			
Roden Family Trust, Odessa, Texas, USA, Frank Deaderick, Trustee	United States	29,593 - 16.87% Common Stock			
Dewey Bryant, Odessa, Texas, USA	United States	24,684 - 14.08% Common Stock			
Lee Huff, Odessa, Texas, USA	United States	12,375 - 7.06% Common Stock			

Attachment to Reg O Form Herbert Graham

Az Talio Ranch LLC	Owner	100.0000%
Bay Entertainment LLC	Owner	40.5000% ✓
Colorado Land & Cattle Co.	Owner	75.0000% ✓
Concho Land & Cattle Co.	Owner	84.2580%
Country Thunder Records LLC	Owner	100.0000%
DBSB Midland LLC	Owner	50.6250% ✓
Deadwood Investments LLC	Owner	82.3500% ✓
GBE of Austin LLC	Owner	67.5000%
GBE of Bossier City LLC	Owner	67.5000%
GBE of Midland/Odessa Inc.	Owner	67.5000%
GBE of Oklahoma City Inc.	Owner	67.5000%
GBE of Victoria LLC	Owner	67.5000%
Graham Artist Management LLC	Owner	100.0000%
Graham Brothers Communications LLC	Owner	75.0000% ✓
Graham Brothers Entertainment	Owner	67.5000% ✓
Graham Brothers Partnership	Owner	75.0000%
Graham Central Station Inc.	Owner	100.0000%
Graham Entertainment Complex	Owner	67.5000%
Herbert Graham LLC	Owner	75.0000%
HP Real Estate Ventures Ltd.	Owner	75.6250% ✓
Rockin Rodeo LLC	Owner	75.0000%
Whiskey Tall LLC	Owner	67.5000%
Irving One LLC	Owner	100.0000%
Summer Star Music LLC	Owner	100.0000%
HG Vista Spec LLC	Owner	50.0000%
GCB Properties LLC	Owner	100.0000%
Bravo Seiss Investment LP	Owner	100.0000%
Pacepierce Investments LLC	Owner	100.0000%



 Herbert Graham, C.E.O. of all entities