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(0)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners’ Loan Act. 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.

I, Milan Saunders
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
RSSD ID
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015
Month / Day / Year
N/A

Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters Name, Street, and Mailing Address
Plains Acquisition Corporation
P. O. Box 62005
(Mailing Address of the Holding Company) Street / P.O. Box
Houston
TX
77205
City
State
Zip Code
19404 Kenswick Drive, Humble, TX 77338
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Simon McCloud
EVP/CFO
Name
Title
713-559-6817
Area Code / Phone Number / Extension
713-559-6814
Area Code / FAX Number
smcloud@pbsplains.com
E-mail Address
www.pbsplains.com
Address (URL) for the Holding Company’s web page

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
☒ No

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
The information for which confidential treatment is sought is being submitted separately labeled "Confidential.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets. NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2015
PLAINS ACQUISITION CORPORATION
HUMBLE, TEXAS
Incorporated in Humble, Texas

PLAINS STATE BANK
HUMBLE TEXAS
Incorporated in Humble, Texas

No entity within the organization has a Legal Entity Identifier
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 UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

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<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
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</thead>
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<td>Full Service (Head Office)</td>
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<td>PLAINS STATE BANK</td>
<td>19404 KENSWICK DRIVE</td>
<td>HUMBLE</td>
<td>TX</td>
<td>77338</td>
<td>HARRIS</td>
<td>UNITED STATES</td>
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<td>PLAINS STATE BANK</td>
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<td>4126074</td>
<td>CHAMPIONS BRANCH</td>
<td>3902 FM 1960 WEST</td>
<td>HOUSTON</td>
<td>TX</td>
<td>77068</td>
<td>HARRIS</td>
<td>UNITED STATES</td>
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<td>HOUSTON</td>
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<td>UNITED STATES</td>
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<td>3816695</td>
<td>PLAINS BRANCH</td>
<td>601 9TH STREET</td>
<td>PLAINS</td>
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<td>79355</td>
<td>YoAUKAM</td>
<td>UNITED STATES</td>
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<td>PLAINS STATE BANK</td>
<td>972862</td>
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Report 3
Securities Holders

Current securities holders with ownership control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2015

<table>
<thead>
<tr>
<th>(1a) Name, City, State, County</th>
<th>(1b)</th>
<th>(1c)</th>
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<tbody>
<tr>
<td>NONE</td>
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Securities holders not listed in 3 (1a) through 3(1c) that had ownership, control or holding of 5% or more with power to vote during the fiscal year ending 12/31/2015

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<th>(2a) Name, City, State, County</th>
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<th>(2c)</th>
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<td>NONE</td>
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<tr>
<td>(1)(a) Name, City, State, County</td>
<td>(2) Principal Occupation if other than with Bank Holding Company</td>
<td>(3)(a) Title Position with Bank Holding Company</td>
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<tr>
<td>---------------------------------</td>
<td>-------------------------------------------------</td>
<td>-----------------------------------------------</td>
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<tr>
<td>Milan Saunders</td>
<td>Banker</td>
<td>Director</td>
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<tr>
<td>Kingwood, TX 77339</td>
<td>Chairman</td>
<td>Chairman</td>
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<td></td>
<td>CEO</td>
<td>CEO</td>
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<td>Michael Hays</td>
<td>Attorney</td>
<td>Director</td>
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<td>Kingwood, TX 77339</td>
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<td>Plaines State Bank</td>
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<td>Law Firm</td>
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<td>Michael Barsi</td>
<td>Businessman</td>
<td>Director</td>
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<td>Houston, TX 77069</td>
<td>Secretary</td>
<td>Plaines State Bank</td>
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<td>Amir Hassan</td>
<td>Businessman</td>
<td>Director</td>
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<td>Sugarland, TX 77478</td>
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<td>Plaines State Bank</td>
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<td>W Dean Lawther</td>
<td>Businessman</td>
<td>Director</td>
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<td>Deer Park, TX 77536</td>
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<td>Plaines State Bank</td>
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