Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
TEXAS INDEPENDENT BANCSHARES EMPLOYEES PROFIT SHARING/401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1989

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
TEXAS INDEPENDENT BANCSHARES

3232 PALMER HWY
TEXAS CITY, TX 77590-6724

2b Employer Identification Number (EIN)
74-2022764

2c Sponsor's telephone number
409-948-1990

2d Business code (see instructions)
522110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	06/22/2011	CATHERINE POTTER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
TEXAS INDEPENDENT BANCSHARES

3232 PALMER HWY
TEXAS CITY, TX 77590-6724

3b Administrator's EIN
74-2022764

3c Administrator's telephone number
409-948-1990

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	237
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	186
b	Retired or separated participants receiving benefits	**6b**	22
c	Other retired or separated participants entitled to future benefits	**6c**	45
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	253
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	253
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	242
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	12
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2K 2J 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
TEXAS INDEPENDENT BANCSHARES EMPLOYEES PROFIT SHARING/401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
TEXAS INDEPENDENT BANCSHARES

D Employer Identification Number (EIN)
74-2022764

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK USA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year (f) From	Policy or contract year (g) To
01-0233346	65838	68473	248	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
23894	4387

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
SWBC INVESTMENT SERVICES, INC.

(b) Amount of sales and base commissions paid	Fees and other commissions paid (c) Amount	Fees and other commissions paid (d) Purpose	(e) Organization code
23894			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
THE ALLOCATION COMPANY, INC.
1401 RICHMOND AVENUE, SUITE 240
HOUSTON, TX 77006-5308

(b) Amount of sales and base commissions paid	Fees and other commissions paid (c) Amount	Fees and other commissions paid (d) Purpose	(e) Organization code
	4387	TPA FORUM COMPENSATION	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	126514
5	Current value of plan's interest under this contract in separate accounts at year end	5	6712779

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☒ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY

b	Balance at the end of the previous year			7b	117686
c	Additions: (1) Contributions deposited during the year	7c(1)	46		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	2766		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	0		
	▶ N/A				
	(6) Total additions			7c(6)	2812
d	Total of balance and additions (add **b** and **c(6)**)			7d	120498
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0		
	(2) Administration charge made by carrier	7e(2)	0		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	0		
	▶ N/A				
	(5) Total deductions			7e(5)	0
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	120498

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
TEXAS INDEPENDENT BANCSHARES EMPLOYEES PROFIT SHARING/401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS INDEPENDENT BANCSHARES

D Employer Identification Number (EIN)
74-2022764

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

SWBC INVESTMENT SERVICES
9311 SAN PEDRO
SUITE 600
SAN ANTONIO, TX 78216

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

THE ALLOCATION COMPANY, INC.
800 TOWN AND COUNTRY BLVD
3RD FLOOR
HOUSTON, TX 77024

76-0354750

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

THE ALLOCATION COMPANY, INC.

800 TOWN AND COUNTRY BLVD
3RD FLOOR
HOUSTON, TX 77024

76-0354750

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 17	NONE	10954	Yes [X] No [ ]	Yes [X] No [ ]	4387	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
TEXAS INDEPENDENT BANCSHARES EMPLOYEES PROFIT SHARING/401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
TEXAS INDEPENDENT BANCSHARES

D Employer Identification Number (EIN)
74-2022764

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: JH LIFESTYLE CONSERVATIVE

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	215723

a Name of MTIA, CCT, PSA, or 103-12 IE: JH LIFESTYLE MODERATE

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	1131491

a Name of MTIA, CCT, PSA, or 103-12 IE: JH LIFESTYLE BALANCED

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	1256519

a Name of MTIA, CCT, PSA, or 103-12 IE: JH LIFESTYLE GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	1866044

a Name of MTIA, CCT, PSA, or 103-12 IE: JH LIFESTYLE AGGRESSIVE

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	427769

a Name of MTIA, CCT, PSA, or 103-12 IE: JH MONEY MARKET

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
02-0233346-000	P	387234

a Name of MTIA, CCT, PSA, or 103-12 IE: JH 5 YR COMPOUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	120497

a Name of MTIA, CCT, PSA, or 103-12 IE: JH PIMCO TOTAL RETURN			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	5781
a Name of MTIA, CCT, PSA, or 103-12 IE: JH ALL CAP VALUE FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	42471
a Name of MTIA, CCT, PSA, or 103-12 IE: JH AMERICAN CENTURY VISTA			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	35933
a Name of MTIA, CCT, PSA, or 103-12 IE: JH BLUE CHIP			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	41795
a Name of MTIA, CCT, PSA, or 103-12 IE: JH CAP APP			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	578
a Name of MTIA, CCT, PSA, or 103-12 IE: JH MUTUAL DISCOVERY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	40114
a Name of MTIA, CCT, PSA, or 103-12 IE: JH TEMPLETON WORLD			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	6331
a Name of MTIA, CCT, PSA, or 103-12 IE: JH OPP DEVEL MKTS			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	169952
a Name of MTIA, CCT, PSA, or 103-12 IE: JH EUROPACIFIC GROWTH FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	51360
a Name of MTIA, CCT, PSA, or 103-12 IE: JH JENNISON GROWTH			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	11919

a Name of MTIA, CCT, PSA, or 103-12 IE: JH THE GROWTH FUND OF AMER			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	91790
a Name of MTIA, CCT, PSA, or 103-12 IE: JH SHORT TERM FEDERAL			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	47355
a Name of MTIA, CCT, PSA, or 103-12 IE: JH T ROWE PRICE HEALTH SCIENCE			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	4762
a Name of MTIA, CCT, PSA, or 103-12 IE: JH 500 INDEX FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	19993
a Name of MTIA, CCT, PSA, or 103-12 IE: JH INTL OPP			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	45790
a Name of MTIA, CCT, PSA, or 103-12 IE: JH INTL SMALL CAP FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	26657
a Name of MTIA, CCT, PSA, or 103-12 IE: JH INTL INTERNATIONAL VALUE FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	16748
a Name of MTIA, CCT, PSA, or 103-12 IE: LEGG MASON GROWTH			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
a Name of MTIA, CCT, PSA, or 103-12 IE: JH ALL CAP GROWTH FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2752
a Name of MTIA, CCT, PSA, or 103-12 IE: JH MUTUAL BEACON			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	701

a Name of MTIA, CCT, PSA, or 103-12 IE: JH LORD ABBOTT MID CAP VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18435

a Name of MTIA, CCT, PSA, or 103-12 IE: JH COLUMBIA MARSICO INTL OPP

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: JH T ROWE PRICE SML CAP VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 71742

a Name of MTIA, CCT, PSA, or 103-12 IE: JH T ROWE PRICE ROYCE OPP

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64892

a Name of MTIA, CCT, PSA, or 103-12 IE: JH DWS RREEF REAL ESTATE

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RESTS

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 72434

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RIVER SOURCE MID CAP VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42495

a Name of MTIA, CCT, PSA, or 103-12 IE: JH FRANKLIN SMALL-MID GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38469

a Name of MTIA, CCT, PSA, or 103-12 IE: JH AIM SMALL CAP GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2941

a Name of MTIA, CCT, PSA, or 103-12 IE: JH T ROWE PROCE SCI AND TECH

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17276

a Name of MTIA, CCT, PSA, or 103-12 IE: JH FRANKLIN BALANCE SHEET

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22453

a Name of MTIA, CCT, PSA, or 103-12 IE: JH MFS UTILITIES

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 119578

a Name of MTIA, CCT, PSA, or 103-12 IE: JH DAVIS NEW YOURK VENTURE

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19962

a Name of MTIA, CCT, PSA, or 103-12 IE: JH ENERGY

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 118625

a Name of MTIA, CCT, PSA, or 103-12 IE: JH COLUMBIA VALUE AND RESTRUC

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 94017

a Name of MTIA, CCT, PSA, or 103-12 IE: JH SMALL CAP GROWTH INDEX

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44769

a Name of MTIA, CCT, PSA, or 103-12 IE: JH OPPEN GLOBAL

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS CO USA

c EIN-PN 01-0266646-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16746

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
TEXAS INDEPENDENT BANCSHARES EMPLOYEES PROFIT SHARING/401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS INDEPENDENT BANCSHARES

D Employer Identification Number (EIN)
74-2022764

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	621183	586264
(2) Participant contributions	1b(2)		1566
(3) Other	1b(3)	6317	3311
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1128846	1207035
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	777227	0
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	4901062	6712779
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		688495
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		120498
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	5289414	6276947
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	12724049	15596895
	Liabilities			
g	Benefit claims payable	1g	4758	3512
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	4758	3512
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	12719291	15593383

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	589591	
	(B) Participants	2a(1)(B)	521809	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1111400
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	32578	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		32578
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	18897	
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		18897
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	587263	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		587263

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1612323
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		201687
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3564148
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	679102	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		679102
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	10954	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		10954
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		690056
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		2874092
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: NULL-LAIRSON, P.C. (2) EIN: 76-0551362

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
TEXAS INDEPENDENT BANCSHARES EMPLOYEES PROFIT SHARING/401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS INDEPENDENT BANCSHARES

D Employer Identification Number (EIN)
74-2022764

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 74-2022764 01-0233346

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

TEXAS INDEPENDENT BANCSHARES, INC.
EMPLOYEES' PROFIT-SHARING/401(k) PLAN

FINANCIAL REPORT

December 31, 2009 and 2008

Null-Lairson, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

2000 Loop 197 North, Suite 200
Texas City, Texas 77590
(409) 948-4406

TEXAS INDEPENDENT BANCSHARES, INC.
EMPLOYEES' PROFIT-SHARING/401(k) PLAN
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Schedules Omitted:	
Certain schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, not listed above are omitted because of the absence of conditions under which they are required.	

Null-Lairson, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To the Administrative Committee of the
Texas Independent Bancshares, Inc.
Employees' Profit-Sharing/401(k) Plan

We were engaged to audit the accompanying statement of net assets available for benefits of Texas Independent Bancshares, Inc. Employees' Profit-Sharing/401(k) Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the years then ended and the supplemental schedules as listed in the accompanying table of contents as of and for the year ended December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by John Hancock Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedules. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the custodian as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan Administrator by the custodian is complete and accurate.

Because of the significance of the information in the Plan's financial statements that we did not audit, we are unable to, and do not express, an opinion on the accompanying financial statements and supplemental schedules, as of December 31, 2009 and 2008, taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Null-Lairson, PC

Texas City, Texas
October 8, 2010

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Financial Statements

TEXAS INDEPENDENT BANCSHARES, INC.
EMPLOYEES' PROFIT-SHARING/401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2009 and 2008

	2009	2008
Assets		
Non-participant-directed accounts:		
Cash	$ 311,487	$ 441,808
Certificates of deposit	861,336	671,223
Investments:		
Sponsor company common stock	6,276,947	5,289,414
Debt and equity securities	688,495	777,227
Participant-directed accounts:		
Cash	34,212	15,815
Investments:		
Pooled separate accounts	6,712,780	4,783,590
Guaranteed interest account	120,497	117,472
Total Cash and Investments	15,005,754	12,096,549
Receivables:		
Employer contributions	586,264	621,183
Employee contributions	1,566	
Accrued interest and dividends	3,311	6,317
Total Receivables	591,141	627,500
Total Assets	15,596,895	12,724,049
Liabilities		
Other payable - due to participants	3,512	4,758
Net Assets Available for Benefits	$ 15,593,383	$ 12,719,291

The accompanying notes are an integral part of these financial statements.

TEXAS INDEPENDENT BANCSHARES, INC.
EMPLOYEES' PROFIT-SHARING/401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2009 and 2008

	2009	2008
Additions		
Contributions:		
Participant	$ 521,809	$ 456,458
Employer	589,591	621,183
Earnings (Loss) on investments:		
Non-participant-directed accounts:		
Interest on certificates of deposit	32,578	32,175
Dividends on sponsor company common stock	18,897	17,179
Interest and dividends on debt and equity securities	47,938	58,205
Realized (loss) on debt and equity securities	(55,609)	
Net appreciation/(depreciation) of fair value of:		
Sponsor company common stock	587,263	543,200
Debt and equity securities	209,358	(275,609)
Participant-directed accounts:		
Net appreciation/(depreciation) of fair value of:		
Pooled separate accounts	1,612,323	(2,339,026)
Less investment expense	(10,954)	(15,434)
Net earnings on investments	2,441,794	(1,979,310)
Total Additions	3,553,194	(901,669)
Deductions:		
Benefit payments	679,102	442,138
Total Deductions	679,102	442,138
Increase/(Decrease) in Net Assets Available for Benefits	2,874,092	(1,343,807)
Net Assets Available for Benefits, January 1	12,719,291	14,063,098
Net Assets Available for Benefits, December 31	$ 15,593,383	$ 12,719,291

The accompanying notes are an integral part of these financial statements.

Note 1 - Description of the Plan

The following description of the Texas Independent Bancshares, Inc. (the "Company") Employees' Profit-Sharing/401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Company established the Plan effective as of January 1, 1976. The Plan operates as a defined contribution 401(k) profit sharing plan and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan was most recently amended as of December 1, 2009. The Company has contracted with The Allocation Company to serve as the third-party administrator of the Plan. The Plan Trustee is the Vice Chairman of The Board of Texas First Bank.

Eligibility

The Plan is a defined contribution plan covering all full-time employees of the Company. Employees are immediately eligible to participate in employee deferrals and are eligible for employer contributions upon completion of one year of service.

Contributions

Each year, Participants may contribute a percentage of pretax annual compensation up to the maximum amount allowable in the Internal Revenue Code Section 401(k). The Company shall make company matching contributions to the Trust on behalf of each participant that is employed on the last day of the plan year in an amount equal to the percentage (designated by the Board of Directors of the Company prior to the last day of the Plan year) of the Salary Deferral Contributions made on behalf of the Participant for the Plan year which are not in excess of 8% of a Participant's Compensation. The Company shall also make a Company Discretionary Contribution to the Trust on behalf of each eligible Participant that is employed on the last day of the Plan year in an amount equal to a percentage (designated by the Board of Directors of the Company prior to the last day of the Plan year) of compensation. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contribution, forfeitures, Plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a Participant is entitled is the benefit that can be provided from the participant's vested account.

Note 1 - Description of the Plan (continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service as follows:

Periods of Service	Vesting Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. If their vested account is between $1,000 and $5,000 upon termination, the third-party administrator shall pay the distribution in a direct rollover to an individual retirement plan designated by the third-party administrator. If their vested account has been more than $5,000, the participant may choose to either leave their account under the Plan or have all or any part of their vested account paid to them. If the participant chooses to leave their account under the Plan, it will continue to participate in the Plan investments and provide benefits when they retire or die.

Disposition of Forfeitures

Non-vested accounts totaling $4,683 and $9,533 were forfeited during the years ended December 31, 2009 and 2008, respectively and allocated to participant account balances. None of this amount was used to reduce Company contributions.

Investment Options

The Plan allows for the assets of the Plan to be invested in participant-directed investments. Participants direct the investment of their funds into any of 40 pooled separate accounts, a guaranteed interest account or a money market account offered by the Plan. Participants have an option to retain the Trustee-directed investments or, up to four times, transfer a portion of the balance to the participant-directed investments.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Note 2 - Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements. If available, quoted market prices are used to value investments. The amounts shown in Note 3 for securities that have no quoted market price represent estimated fair value. Certificates of deposit are valued based on amortized cost or original cost plus accrued interest.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Net appreciation/depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

All expenses of maintaining the Plan other than direct investment expenses are paid by the Company.

Reclassifications

Certain reclassifications have been made to the 2008 financial statement presentation to correspond to the current year's format. Total net assets and net income are unchanged due to these reclassifications.

Note 3 - Investments

Company Stock

The fair value per share of Company stock is annually determined as of Plan year end by an independent appraiser. Annual valuations are based on actual results as of December 31, 2009, and December 31, 2008. Participation units outstanding and participants' equity per unit, at December 31, 2009 and 2008, were as follows:

	Years Ended	
	December 31, 2009	December 31, 2008
Company Common Stock		
Number of shares	36,958	34,358
Cost	$ 1,157,912	$ 757,642
Fair value	$ 6,276,947	$ 5,289,414
Fair value per share	$ 169.84	$ 153.95

Note 3 - Investments (continued)

The following table presents the fair values of investments. Investments that represent 5% or more of the Plan's net assets are separately identified.

	Years Ended			
	December 31, 2009		December 31, 2008	
Non-Participant-Directed Investments				
Money Market Accounts	$ 311,487		$ 441,808	
Certificates of Deposit	861,336	*	671,223	*
Investments at fair value as determined by appraisal:				
Sponsor company common stock	6,276,947	*	5,289,414	*
Investments at fair value as determined by quoted market price:				
Debt and equity securities	688,495		777,227	*
Participant-Directed Investments (unaudited)				
Investments at fair value as determined by quoted market price:				
Pooled Separate Accounts:				
500 Index Fund	19,993		14,822	
All Cap Value Fund	42,471		27,454	
All Cap Growth Fund	2,753		2,289	
AIM Small Cap Growth	2,941		1,993	
American Century Vista	35,933		30,613	
Blue Chip Growth Fund	41,795			
Capital Appreciation Fund	578			
Columbia Marsico Intl Opps			29,415	
Columbia Value and Restruct	94,017		41,304	
Davis New York Venture	19,962		17,484	
DWS RREEF Real Estate			37,513	
Energy	118,625		66,357	
EuroPacific	51,360		32,689	
Franklin Balance Sheet	22,453		17,624	
Franklin Small-Mid Growth	38,469		27,449	
Growth Fund	91,790		47,572	
International Opportunities Fund	45,790			

Note 3 - Investments (continued)

	Years Ended			
	December 31, 2009		December 31, 2008	
Participant-Directed Investments (unaudited)				
Investments at fair value as determined by quoted market price (continued):				
Pooled Separate Accounts (continued):				
International Small Cap Fund	$ 26,657		$ 11,774	
International Value	16,748		8,631	
Jennison Growth	11,919		7,235	
Legg Mason Growth			73	
Lifestyle Aggressive	427,769		241,704	
Lifestyle Balanced	1,256,519	*	893,916	*
Lifestyle Conservative	215,724		272,373	
Lifestyle Growth	1,866,044	*	1,249,434	*
Lifestyle Moderate	1,131,491	*	846,438	*
Lord Abbett Mid Cap Value	18,435		14,688	
MFS Utilities	119,579		92,740	
Money Market	387,686		380,502	
Mutual Beacon	701		6,856	
Mutual Discovery	40,114		30,540	
Oppenheimer Developing Market	169,952		70,438	
Oppenheimer Global	16,747		12,404	
Pimco Total Return	5,709		13,685	
Real Estate Securities Fund	72,434			
RiverSource Mid Cap Value	42,495		24,100	
Royce Opportunity	64,892		32,470	
Short-Term Federal	47,355		50,149	
Small Cap Growth Index Fund	44,769		24,362	
T. Rowe Price Blue Chip			27,472	
T. Rowe Price Health Science	4,762		15,355	
T. Rowe Price Science and Tech	17,276		8,145	
T. Rowe Price Small Cap Value	71,742		50,859	
Templeton World	6,331		2,669	
	6,712,780		4,783,590	
Guaranteed Interest Account:				
5 Year Compound Guaranteed Interest	120,497		117,472	
Cash	34,212		15,815	
	$ 15,005,754		$ 12,096,549	

** Indicates investment that represents 5% or more of the Plan's net assets.*

Note 3 - Investments (continued)

During the plan year, the Plan's investments (including realized gains and losses on investments bought and sold, as well as held during the year) appreciated/(depreciated) in value as follows:

Net appreciation/(depreciation) in fair value of investments:	Years Ended December 31, 2009	Years Ended December 31, 2008
Company sponsor common stock	$ 587,263	$ 543,200
Corporate debt and equity	209,358	(275,609)
Pooled separate accounts (unaudited)	1,612,323	(2,339,026)
	$ 2,408,944	$ (2,071,435)

The Plan realized gains and losses on the sale of investments from corporate debt and equity of $55,609 and $0 for the years ending December 31, 2009 and 2008, respectively.

Note 4 - Certificates of Deposit

Certificates of deposit at December 31, 2009 and 2008, consist of amounts on deposit at banks, with interest rates ranging from 1.75% to 5.16%.

Note 5 - Fair Value Measurements

Financial Accounting Standards Board Topic ASC 820, Fair Value Measurements (FASB ASC 820), formerly FAS 157, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Note 5 - Fair Value Measurements (continued)

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

- *Pooled separate accounts*: Valued based on the number of shares held of the respective underlying fund at the closing net asset value per share quoted by that fund.

- *Plan Sponsor Common Stock:* Valued at estimated fair value based on independent appraisal.

- *Debt and Equity Securities:* Valued at the closing price reported on the active market on which the individual securities are traded.

- *Guaranteed Interest Account:* Valued based on original cost plus compound interest, which approximates fair value.

- *Money market Account:* Valued at the net asset value ("NAV") of shares held by the Plan at year-end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Note 5 - Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value:

	Assets at Fair Value as of December 31, 2009			
	Level 1	**Level 2**	**Level 3**	**Total**
Plan sponsor common stock	$	$	$ 6,276,947	$ 6,276,947
Debt and equity securities	688,495			688,495
Pooled separate accounts (unaudited)				
Allocation Fund	4,897,547			4,897,547
Diversified Emerging Markets	169,952			169,952
Energy	118,625			118,625
Foreign Large Blend	51,360			51,360
Foreign Large Growth	45,790			45,790
Foreign Large Value	16,748			16,748
Foreign Small/Mid Value	26,657			26,657
Health	4,762			4,762
Intermediate Term Bond	5,709			5,709
Large Blend	82,426			82,426
Large Growth	148,835			148,835
Large Value	94,718			94,718
Mid-Cap Growth	74,402			74,402
Mid-Cap Value	83,383			83,383
Money Market	387,686			387,686
Real Estate	72,434			72,434
Short Government	47,355			47,355
Small Growth	47,710			47,710
Small Value	64,892			64,892
Small-Blend	71,742			71,742
Technology	17,276			17,276
Utilities	119,579			119,579
World Stock	63,192			63,192
Guaranteed interest account (unaudited)		120,497		120,497
Total assets at fair value	$ 7,401,275	$ 120,497	$ 6,276,947	$ 13,798,719

Note 5 - Fair Value Measurements (continued)

	Assets at Fair Value as of December 31, 2008			
	Level 1	**Level 2**	**Level 3**	**Total**
Plan sponsor common stock	$	$	$ 5,289,414	$ 5,289,414
Debt and equity securities	777,227			777,227
Pooled separate accounts (unaudited)				
Allocation Fund	3,503,865			3,503,865
Diversified Emerging Markets	70,438			70,438
Energy	66,357			66,357
Foreign Large Blend	32,689			32,689
Foreign Large Growth	29,415			29,415
Foreign Large Value	8,631			8,631
Foreign Small/Mid Value	11,774			11,774
Health	15,355			15,355
Intermediate Term Bond	13,685			13,685
Large Blend	59,760			59,760
Large Growth	84,641			84,641
Large Value	48,160			48,160
Mid-Cap Growth	58,062			58,062
Mid-Cap Value	56,412			56,412
Money Market	380,502			380,502
Real Estate	37,513			37,513
Short Government	50,149			50,149
Small Growth	26,355			26,355
Small Value	32,470			32,470
Small-Blend	50,859			50,859
Technology	8,145			8,145
Utilities	92,740			92,740
World Stock	45,613			45,613
Guaranteed interest account (unaudited)		117,472		117,472
Total assets at fair value	$ 5,560,817	$ 117,472	$ 5,289,414	$ 10,967,703

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets:

	Year Ended December 31	
Plan sponsor common stock	**2009**	**2008**
Balance, beginning of year	$ 5,289,414	$ 4,746,214
Unrealized gains relating to instruments still held at the reporting date	587,263	543,200
Purchases, sales, issuances and settlements (net)	400,270	
Balance, end of year	$ 6,276,947	$ 5,289,414

Note 6 - Information Certified By Custodian of Assets Held with John Hancock USA (Unaudited)

The following is a summary of unaudited information included in the Plan's financial statements and supplemental schedules prepared by John Hancock Life Insurance Company (the "Custodian" of the assets held at John Hancock USA) and furnished to the Plan Administrator. The Plan Administrator has obtained certification from the Custodian that such information is complete and accurate.

	Years Ended	
	December 31, 2009	December 31, 2008
Investments at fair value:		
Pooled separate accounts	$ 6,712,780	$ 4,783,590
Guaranteed interest account	120,497	117,472
Cash	34,212	15,815
Total investments	$ 6,867,489	$ 4,916,877

	Years Ended	
	December 31, 2009	December 31, 2008
Investment income:		
Net appreciation (depreciation) in fair value of:		
Pooled separate accounts	$ 1,612,323	$ (2,339,026)

Note 7 - Company Contributions

Each year, the Company determines the amount to contribute to the Plan. The Company may make a matching contribution and a discretionary contribution. The Company contributed $589,591 to the Plan for the year ended December 31, 2009, which was receivable at year-end, and $621,183 for the year ended December 31, 2008.

Note 8 - Net Assets and Changes in Net Assets

Information about the net assets and significant components of the changes in net assets relating to the non-participant-directed investments is as follows:

	Non-Participant-Directed Investments	
	Years Ended	
	December 31, 2009	December 31, 2008
Net assets	$ 8,414,437	$ 7,458,349
Changes in Net Assets:		
Contributions	458,416	380,250
Net earnings on investments	840,180	375,150
Fees	(10,954)	(14,531)
Benefit payments	(328,338)	(111,544)
Transfers and other adjustments	(3,216)	57,253
Total Changes in Net Assets	$ 956,088	$ 686,578

Note 9 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination or partial termination of the Plan or upon complete discontinuance of Company contributions, including elective contributions, all amounts credited to the affected Participants' accounts shall become one hundred percent (100%) vested and shall not thereafter be subject to forfeiture, and all unallocated amounts shall be allocated to the accounts of all Participants in accordance with the provisions hereof.

Upon such termination of the Plan or complete discontinuance of Company contributions, Plan assets shall be distributed to the Participants within a reasonable period of time following issuance by the Internal Revenue Service of a determination letter regarding the qualified status of the Plan. The Plan committee shall direct the Trustee to distribute a Participant's vested accounts to the Participant or to the Participant's designated beneficiary as specified in Note 1.

Note 10 - Tax Status

The trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code, and accordingly, the trust's net investment income is exempt from income taxes. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service dated August 7, 2001. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Note 11 - Related Party Transactions

Certain Plan investments are shares of stock in Texas Independent Bancshares, Inc., as well as certificates of deposit with its subsidiary banks: Texas First Banks - Santa Fe, Galveston and Texas City. Texas Independent Bancshares, Inc. is the sponsor as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

Note 12 - Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note 13 - Amounts Payable to Participants

During 2008, deferral contributions were not properly suspended for participants who took a hardship distribution. The Plan Sponsor and Administrator are in the process of correcting these deferral contributions and a payable to participants of $4,758 was recorded as of December 31, 2008. As of December 31, 2009, these deferral contributions have not been corrected and are netted in the distributions payable balance of $3,512.

Note 14 - Subsequent Event

The Plan has evaluated subsequent events through October 8, 2010, the date on which the financials were issued, and management has determined that there are no events that should be disclosed.

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Supplemental Schedule

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TEXAS INDEPENDENT BANCSHARES, INC. **EIN: 74-2022764**

EMPLOYEES' PROFIT-SHARING/401(k) PLAN **PN: 001**

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END-OF-YEAR)

December 31, 2009

Column (a)	Column (b) Identity of Issuer, Borrower, Lessor or Similar Party	Column (c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Column (d) Cost	Column (e) Current Value
Non-Participant-Directed Investments:				
	Money Market Accounts:			
*	Texas First Bank	Money Market Account	$ 311,242	$ 311,242
	SWBC	Money Market Account	245	245
			311,487	311,487
	Certificates of Deposit:			
*	Texas First Bank	Certificates of Deposit, 1.75-5.16%	861,336	861,336
			861,336	861,336
	Company Sponsored Common Stock:			
*	Texas Independent Bancshares, Inc.	Common Stock, 36,958 Shares	1,157,912	6,276,947
			1,157,912	6,276,947
	Debt and Equity Securities:			
	MFS Municipal High Income Class	Fixed Income Securities	654,151	688,495
			654,151	688,495
Participant-Directed Investments:				
	Pooled Separate Accounts:			
*	John Hancock	500 Index Fund	**	19,993
*	John Hancock	All Cap Value Fund	**	42,471
*	John Hancock	All Cap Growth Fund	**	2,753
*	John Hancock	AIM Small Cap Growth	**	2,941
*	John Hancock	American Century Vista	**	35,933
*	John Hancock	Blue Chip Growth Fund	**	41,795
*	John Hancock	Capital Appreciation Fund	**	578
*	John Hancock	Columbia Value and Restruct	**	94,017
*	John Hancock	Davis New York Venture	**	19,962
*	John Hancock	EuroPacific	**	51,360
*	John Hancock	Growth Fund	**	91,790
*	John Hancock	Energy	**	118,625
*	John Hancock	Franklin Balance Sheet	**	22,453
*	John Hancock	Franklin Small-Mid Growth	**	38,469
*	John Hancock	International Small Cap Fund	**	26,657
*	John Hancock	International Opportunities Fund	**	45,790
*	John Hancock	International Value	**	16,748
*	John Hancock	Jennison Growth	**	11,919
*	John Hancock	Lifestyle Aggressive	**	427,769
*	John Hancock	Lifestyle Balanced	**	1,256,519
*	John Hancock	Lifestyle Conservative	**	215,724
*	John Hancock	Lifestyle Growth	**	1,866,044
*	John Hancock	Lifestyle Moderate	**	1,131,491
*	John Hancock	Lord Abbett Mid Cap Value	**	18,435
*	John Hancock	MFS Utilities	**	119,579
*	John Hancock	Money Market	**	387,686
*	John Hancock	Mutual Beacon	**	701
*	John Hancock	Mutual Discovery	**	40,114
*	John Hancock	Oppenheimer Developing Market	**	169,952
*	John Hancock	Oppenheimer Global	**	16,747
*	John Hancock	Pimco Total Return	**	5,709
*	John Hancock	Real Estate Securities Fund	**	72,434
*	John Hancock	RiverSource Mid Cap Value	**	42,495
*	John Hancock	Royce Opportunity	**	64,892
*	John Hancock	Short-Term Federal	**	47,355
*	John Hancock	Small Cap Growth Index Fund	**	44,769
*	John Hancock	T. Rowe Price Health Science	**	4,762
*	John Hancock	T. Rowe Price Science and Tech	**	17,276
*	John Hancock	T. Rowe Price Small Cap Value	**	71,742
*	John Hancock	Templeton World	**	6,331
			**	6,712,780
	Guaranteed Interest Account:			
*	John Hancock	5 Year Compound Guaranteed Interest	**	120,497
	Cash		**	34,212
Total				$ 15,005,754

* Party-in-interest

** Historical cost information is not required for participant-directed investments.

TEXAS INDEPENDENT BANCSHARES, INC. **EIN: 74-2022764**

EMPLOYEES' PROFIT-SHARING/401(k) PLAN **PN: 001**

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December 31, 2009

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	Money Market Accounts:			
*	Texas First Bank	Money Market Account	$ 311,242	$ 311,242
	SWBC	Money Market Account	245	245
			311,487	311,487
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