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), 6057(b), 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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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;
- [ ] 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; include room or suite number (employer, if for a single-employer plan)

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.	10/08/2013	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

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**	290
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**	290
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	86
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	376
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	376
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	350
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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 Characteristics 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 Characteristics 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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

TANSAMERICA LIFE INSURANCE COMPANY

(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	(g) To
39-0989781	86231	512043-000	0	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 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
397	3681

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

THE ALLOCATION COMPANY
P.O. BOX 79160
HOUSTON, TX 77279

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	3681	ADMINISTRATIVE FEES	5

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

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
397			3

(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	
5	Current value of plan's interest under this contract in separate accounts at year end	5	7531250

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 ▶

b	Balance at the end of the previous year			7b	347252
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	0
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	347252
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	214464		
	(2) Administration charge made by carrier	7e(2)	22207		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	236671
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	110581

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 organizations(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 line **9c(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, line 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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider 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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

TRANSAMERICA RETIREMENT SERVICES

31-1281022

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

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

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

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

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

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

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

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

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

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

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

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)

DUGAN & LOPATKA CPAS

36-2886485

(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?
10	AUDIT	18000	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

SWBC INVESTMENT SERVICES, LLC

20-1484586

(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?
22 23 53 55	BROKER	0	Yes [X] No [ ]	Yes [ ] No [X]	17170	Yes [ ] No [X]

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

THE ALLOCATION COMPANY, INC.

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 37 64	RECORDKEEPER	9122	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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)

TRANSAMERICA RETIREMENT SERVICES

31-1281022

(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 37 52 62 64 67	RECORDKEEPER	790	Yes [X] No [ ]	Yes [X] No [ ]	0	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 [ ]

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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: WELLS FARGO ADVANTAGE SML CP V

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

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)
39-0989781-000	P	98140

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

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)
39-0989781-000	P	26983

a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS STOCK IN

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

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)
39-0989781-000	P	31628

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN FUND

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

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)
39-0989781-000	P	93672

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS FUNDAMENTAL INV

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

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)
39-0989781-000	P	122518

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS GROWTH FD OF AM

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

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)
39-0989781-000	P	150496

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS NEW PERSPECTIVE

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

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)
39-0989781-000	P	62846

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK EQUITY DIVIDEND FUND

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 53569

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38654

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS EUROPAC GRTH

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36436

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25194

a Name of MTIA, CCT, PSA, or 103-12 IE: IVY SCIENCE & TECHNOLOGY FUND

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35561

a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL JENNISON NAT RES

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 68078

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD REIT INDEX FUND

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 77803

a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA STABLE VALUE CORE

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 382089

a Name of MTIA, CCT, PSA, or 103-12 IE: ALLIANCE BERNSTEIN HIGH INCOME

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9048

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 145043

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4347

a Name of MTIA, CCT, PSA, or 103-12 IE: RIDGEWORTH MIDCAP VALUE EQUITY

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 54758

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK HEALTH SCIENCES OPS

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8572

a Name of MTIA, CCT, PSA, or 103-12 IE: AM CENTURY LIVESTRONG 2015

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5953

a Name of MTIA, CCT, PSA, or 103-12 IE: AM CENTURY LIVESTRONG 2020

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3673

a Name of MTIA, CCT, PSA, or 103-12 IE: RIDGEWORTH SM CAP VALUE EQUITY

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1876

a Name of MTIA, CCT, PSA, or 103-12 IE: AM CENTURY LIVESTRONG 2030

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28819

a Name of MTIA, CCT, PSA, or 103-12 IE: AM CENTURY LIVESTRONG 2035

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3293

a Name of MTIA, CCT, PSA, or 103-12 IE: AM CENTURY LIVESTRONG 2040

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10944

a Name of MTIA, CCT, PSA, or 103-12 IE: AM CENTURY LIVESTRONG 2045

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 905

a Name of MTIA, CCT, PSA, or 103-12 IE: AM CENTURY LIVESTRONG 2050		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40068
a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL JENNISON 20/20 FOC		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8098
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS UTILITIES		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 136449
a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO LOW DURATION		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 61670
a Name of MTIA, CCT, PSA, or 103-12 IE: THORNBURG INTERNATIONAL VALUE		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17611
a Name of MTIA, CCT, PSA, or 103-12 IE: NUVEEN MID CAP GROWTH OPPS		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 104551
a Name of MTIA, CCT, PSA, or 103-12 IE: LORD ABBETTAMENTAL EQUITY		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 58703
a Name of MTIA, CCT, PSA, or 103-12 IE: NEUB BERMAN HIGH INCOME BOND		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 173
a Name of MTIA, CCT, PSA, or 103-12 IE: M&N PRO-BLEND CONSERV TERM		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 58953
a Name of MTIA, CCT, PSA, or 103-12 IE: M&N PRO-BLEND EXTENDED TERM		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3199078

a Name of MTIA, CCT, PSA, or 103-12 IE: M&N PRO-BLEND MAXIMUM TERM

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 642381

a Name of MTIA, CCT, PSA, or 103-12 IE: M&N PRO-BLEND MODERATE TERM

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1622588

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)

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)

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

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

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

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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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)	239587	518035
(2) Participant contributions	1b(2)	0	16133
(3) Other	1b(3)	0	5710
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	119014	236483
(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)		
(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)	6822102	7531250
(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)	740220	762843
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	8293890	8253095
	(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	16214813	17323549
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	16214813	17323549

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)	518035	
	(B) Participants	2a(1)(B)	564913	
	(C) Others (including rollovers)	2a(1)(C)	45701	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1128649
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3751	
	(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)		3751
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	22252	
	(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)		22252
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(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)		0
	(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		846656
(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)		97623
c Other income	2c		-71
d Total income. Add all **income** amounts in column (b) and enter total	2d		2098860
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	953453	
(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)		953453
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)	36671	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		36671
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		990124
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1108736
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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: DUGAN & LOPATKA CPA'S **(2)** EIN: 36-2886485

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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	

			Yes	No	Amount
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)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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 39-0989781

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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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. 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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

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

FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011

TOGETHER WITH AUDITOR'S REPORT

Dugan & Lopatka

Certified Public Accountants & Consultants
A Professional Corporation
104 East Roosevelt Road
Wheaton, Illinois 60187
(630) 665-4440
Fax (630) 665-5030
www.duganlopatka.com
e-mail: info@duganlopatka.com

Michael J. Dugan
Jerry L. Lopatka
Mark F. Schultz
Peter J. Zich
Leo M. Misdom

T. Brett Flickinger
Karen M. Olson
Hugh E. Elliott
James P. Hofner

Gwen S. Henry

INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying statement of net assets available for benefits of the Texas Independent Bancshares Employees' Profit-Sharing/401(k) Plan (the Plan) as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 8, which was certified by Transamerica Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets held at end of year as of or for the year ended December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

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 trustee, 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.

Duggan & Lopatka

DUGGAN AND LOPATKA

Wheaton, Illinois
October 4, 2013

EXHIBIT 1

TEXAS INDEPENDENT BANCSHARES, INC.
EMPLOYEES' PROFIT-SHARING/401(k) PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Nonparticipant-directed accounts -		
Certificates of deposit and savings accounts	$ 236,483	$ 119,014
Investments, at fair value -		
Sponsor company common stock	8,253,095	8,293,890
Debt and equity securities	762,843	740,220
Participant-directed accounts -		
Investments, at fair value -		
Pooled separate accounts	7,531,250	6,822,102
Total cash and investments	16,783,671	15,975,226
Receivables -		
Employer	518,035	239,587
Participant	16,133	-
Other	5,710	-
Total receivables	539,878	239,587
Total assets	17,323,549	16,214,813
NET ASSETS AVAILABLE FOR BENEFITS	$ 17,323,549	$ 16,214,813

The accompanying notes are an integral part of this statement.

EXHIBIT 2

TEXAS INDEPENDENT BANCSHARES, INC.
EMPLOYEES' PROFIT-SHARING/401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS:		
Investment income (loss) -		
Nonparticipant-directed accounts -		
Interest on certificates of deposit	$ 3,751	$ 6,665
Dividends on sponsor company common stock	22,252	21,427
Interest and dividends on debt and equity securities	-	187
Net realized and unrealized gains on investments	166,185	1,077,924
Participant-directed accounts -		
Net realized and unrealized gains (losses) on investments	778,023	(157,006)
Total investment income	970,211	949,197
Contributions -		
Participant	564,913	580,286
Employer	518,035	239,587
Other	45,701	-
Total contributions	1,128,649	819,873
Transfers	-	(27,022)
Total additions	2,098,860	1,742,048
DEDUCTIONS:		
Benefits paid to participants	953,453	462,887
Investment expenses	36,671	27,177
Total deductions	990,124	490,064
NET CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	1,108,736	1,251,984
NET ASSETS AVAILABLE FOR BENEFITS, Beginning of year	16,214,813	14,962,829
NET ASSETS AVAILABLE FOR BENEFITS, End of year	$ 17,323,549	$ 16,214,813

The accompanying notes are an integral part of this statement.

TEXAS INDEPENDENT BANCSHARES, INC.
EMPLOYEES' PROFIT-SHARING/401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

(1) SUMMARY DESCRIPTION OF PLAN:

General -

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

The Plan was effective January 1, 1976, restated January 1, 2010, and is a defined contribution plan covering all employees of the Company, except nonresident aliens. Employees are immediately eligible to participate in employee deferrals and are eligible for employer contributions upon completion of one year of service with 1,000 hours. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). 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.

Contributions -

Participant:

Participants may elect to contribute a percentage of their eligible compensation into the Plan after the eligibility requirements are met. For contributions withheld from compensation, the percentage is subject to an annual limit of the lesser of 100% of eligible compensation or $17,500 and $16,500 (the maximum annual salary deferral contribution limit as set forth by the Internal Revenue Code ("IRC") for 2012 and 2011, respectively) in a calendar year. Participants may enroll or change their contribution election twice a year, on January 1 and July 1. Some or all of a participant's contribution may be designated as a Roth Deferral Contribution. Roth Deferral Contributions are made on an after-tax basis; however, such contributions will not be taxed at the time of a distribution. All participants who were eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the Plan year were eligible for catch-up contributions of up to $5,500 during 2012 and 2011. Participants may also make rollover contributions from other qualified plans.

Employer:

The Employer may contribute to the Plan a discretionary matching percentage of salary deferrals, which percentage will be determined each year and applied to participants' accounts each payroll period. In 2012, the Employer made discretionary matching contributions of approximately $397,900.

The Employer may also contribute to the Plan a discretionary profit-sharing contribution in an amount to be determined at the Plan year end by the 401(k) Committee. Profit-sharing contributions made to the Plan by the Employer will be allocated to each participant's account in the ratio that a participant's compensation bears to the total eligible compensation paid to all eligible participants. In 2012, the employer made discretionary profit-sharing contributions of approximately $120,000.

(1) SUMMARY DESCRIPTION OF PLAN: (Continued)

Participant Accounts -

Each participant's account is credited with the participant's contribution and allocations of the Company's contribution, forfeitures, and 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.

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 -

Distributions to participants are payable through lump-sum payments. Payments can be made to participants or their beneficiaries upon termination of employment, retirement, disability, or death. Employee elective deferral contributions may be withdrawn during employment after the employee reaches age 59½ or upon showing immediate and substantial financial hardship. Normal retirement age is 65.

On termination, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or elect to receive a partial amount of their vested interest in his or her account. 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 -

Forfeitures are retained in the Plan and are to be allocated to participants. Non-vested accounts totaling $5,749 and $29,053 were forfeited during the years ended December 31, 2012 and 2011, respectively, and allocated to participant account balances. None of this amount was used to reduce Company contributions while $24,473 was used to reduce expenses. Plan forfeitures available for use in accordance with the Plan document totaled $30,993 and $49,021 as of December 31, 2012 and 2011, respectively.

(1) SUMMARY DESCRIPTION OF PLAN: (Continued)

Investment Options -

Participants may direct the investment of their funds into any of the pooled separate accounts or a stable value fund offered by the Plan. Alternatively, 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.

Plan Expenses -

Administrative expenses may be paid by the Company or the Plan at the Company's discretion. All expenses of maintaining the Plan other than direct investment expenses are paid by the Company.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting -

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

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. Actual results may differ from those estimates.

Contributions -

Contributions from the Company and participants are accrued as they become obligations of the Company, as determined by the Plan's Administrator, and in the period in which they are deducted, in accordance with salary deferral agreements.

Investment Valuation and Income Recognition -

The investments of the Plan are stated at fair value as of the end of the year and are subject to market or credit risks customarily associated with equity investments. Fair value measurements are determined in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 820, Fair Value Measurements, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. See Note 7 for information related to the Plan's valuation methodologies under FASB ASC Topic No. 820.

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.

(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, 2012 and 2011. Participation units outstanding and participants' equity per unit, at December 31, 2012 and 2011, were as follows:

	Year Ended December 31,	
	2012	2011
Company Common Stock -		
Number of shares	40,259	40,458
Cost	$ 1,759,435	$ 1,768,132
Fair value	$ 8,253,095	$ 8,293,890
Fair value per share	$ 205.00	$ 205.00

Investments that represent 5% or more of net assets available for benefits at December 31 are as follows:

	Year Ended December 31,	
	2012	2011
Nonparticipant-Directed Investments -		
Investments at fair value as determined by appraisal -		
Company Sponsored Common Stock	$ 8,253,095	$ 8,293,890
Participant-Directed Investments (Certified) -		
Investments at fair value as determined by quoted market prices -		
Pooled Separate Accounts -		
Manning & Napier Pro-Blend Extended Term Fund	$ 3,199,078	$ 3,201,577
Manning & Napier Pro-Blend Moderate Term Fund	1,622,588	1,451,732

During 2012 and 2011, the Plan's net realized and unrealized gains (losses) on investments were comprised of the following:

	2012	2011
Nonparticipant-directed investments -		
Sponsor company common stock	$ -	$ 996,885
Debt and equity securities	166,185	81,039
Participant directed investments -		
Pooled separate accounts	778,023	(157,006)
Net realized and unrealized gains on investments	$ 944,208	$ 920,918

(4) PLAN TERMINATION:

Although it has not expressed any intent to do so, the Company has the right under the Plan to suspend or discontinue contributions at any time or terminate the Plan, subject to the provisions of ERISA. In the event of complete or partial Plan termination, participants will become 100% vested in their accounts.

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.

(5) TAX STATUS:

The Internal Revenue Service has determined and informed the administrator by a letter dated March 31, 2008, that the prototype plan is designed to be in accordance with applicable sections of the Internal Revenue Code (IRC) and, therefore, the Plan is tax-exempt. The letter also states that an employer who adopts the prototype plan may rely on the letter in respect to qualification of its plan under Internal Revenue Code section 401(a).

The Company has not requested an individual determination letter on the Plan.

The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examination for years prior to 2009.

(6) 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 value of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statement of net assets available for benefits.

(7) FAIR VALUE MEASUREMENTS:

FASB ASC Topic No. 820 defines fair value as 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 and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined in FASB ASC Topic No. 820 are as follows:

Level 1 - observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.

Level 2 - observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability.

Level 3 - inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

FASB ASC Topic No. 820 requires that management describe the methodologies used to measure the fair value of assets and liabilities. The methodology used to measure each major category of assets and liabilities is described below. There have been no changes in the methodologies used at December 31, 2012 and 2011.

- *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.

- *Stable Value Fund*: The fair value is based on the net asset value of units held by the Plan at December 31, 2012 and 2011.

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.

(7) FAIR VALUE MEASUREMENTS: (Continued)

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

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Plan Sponsor Common Stock	$ -	$ -	$ 8,253,095	$ 8,253,095
Debt and Equity Securities	762,843	-	-	762,843
Pooled Separate Accounts (unaudited) -				
Bond	164,591	-	-	164,591
Global Equity	89,830	-	-	89,830
Hybrid	5,616,655	-	-	5,616,655
International Equity	79,241	-	-	79,241
Large-Mid Blend Equity	212,849	-	-	212,849
Large-Mid Growth Equity	263,145	-	-	263,145
Large-Mid Value Equity	110,203	-	-	110,203
Small Company Equity	136,795	-	-	136,795
Specialty	475,852	-	-	475,852
Stable Value Fund	-	382,089	-	382,089
Total assets at fair value	$ 7,912,004	$ 382,089	$ 8,253,095	16,547,188
Certificates of deposit				236,483
Total investments				$16,783,671

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Plan Sponsor Common Stock	$ -	$ -	$ 8,293,890	$ 8,293,890
Debt and Equity Securities	740,220	-	-	740,220
Pooled Separate Accounts (unaudited) -				
Bond	133,124	-	-	133,124
Global Equity	70,367	-	-	70,367
Hybrid	5,287,272	-	-	5,287,272
International Equity	54,240	-	-	54,240
Large-Mid Blend Equity	170,689	-	-	170,689
Large-Mid Growth Equity	207,763	-	-	207,763
Large-Mid Value Equity	65,858	-	-	65,858
Small Company Equity	110,718	-	-	110,718
Specialty	374,818	-	-	374,818
Stable Value Fund	-	347,253	-	347,253
Total assets at fair value	$ 7,215,069	$ 347,253	$ 8,293,890	15,856,212
Certificates of deposit				119,014
Total investments				$15,975,226

These items are classified in their entirety based on the lowest priority level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement of assets and liabilities within the levels of the fair value hierarchy.

(7) FAIR VALUE MEASUREMENTS: (Continued)

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:

	Level 3 Assets Plan Sponsor Common Stock	
	2012	2011
Balance, beginning of year	$ 8,293,890	$ 7,026,465
Realized gains/(losses)	-	-
Unrealized gains relating to investments still held at the reporting date	-	996,885
Purchases, sales, issuances and settlements, net	(40,795)	270,540
Balance, end of year	$ 8,253,095	$ 8,293,890

(8) INFORMATION CERTIFIED BY THE TRUSTEE:

The Plan Administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator limited auditing procedures with respect to the investment information certified by Transamerica, the custodian, which included total participant-directed investments as of December 31, 2012 and 2011, the total investment gain (loss) from participant directed investments for the year ended December 31, 2012, and the participant directed information included in the supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year).

(9) NET ASSETS AND CHANGES IN NET ASSETS:

Information about the net assets and significant components of the changes in net assets relating to the nonparticipant-directed investments for the years ended December 31, 2012 and 2011 is as follows:

	2012	2011
Net assets	$ 9,252,421	$ 9,153,124
Changes in net assets -		
Contributions	336,526	202,552
Net earnings on investments	380,839	1,106,203
Fees	(8,933)	(25,294)
Benefit payments	(361,957)	(250,819)
Transfers and other adjustments	15,811	18,500
Total changes in net assets	$ 362,286	$ 1,051,142

(10) 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 and Texas City. Texas Independent Bancshares, Inc. is the sponsor as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

(11) SUBSEQUENT EVENT:

In preparing the accompanying financial statements, management of the Company has evaluated all subsequent events and transactions for potential recognition or disclosure through DATE the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

TEXAS INDEPENDENT BANCSHARES, INC.
EMPLOYEES' PROFIT-SHARING/401(K) PLAN
FORM 5500, SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
Nonparticipant-Directed Investments:				
	Company Sponsored Common Stock:			
*	Texas Independent Bancshares, Inc.	Common Stock, 40,458 Shares	$ 1,759,435	$ 8,253,095
	Debt and Equity Securities:			
	MFS Municipal High Income Class	Fixed Income Securities	724,316	762,843
	Certificates of Deposit:			
*	Texas First Bank	Certificates of Deposit, 4.90-5.16%	86,021	86,021
*	**Savings Account:**			
	Texas First Bank	Savings Account	150,462	150,462
Participant-Directed Investments:				
	Pooled Separate Accounts:			
*	Transamerica	Manning and Napier Pro-Blend Extended Term	**	3,199,078
*	Transamerica	Manning and Napier Pro-Blend Moderate Term	**	1,622,588
*	Transamerica	Manning and Napier Pro-Blend Maximum Term	**	642,381
*	Transamerica	American Funds Growth Fund of America	**	150,496
*	Transamerica	Oppenheimer Developing Markets	**	145,043
*	Transamerica	MFS Utilities	**	136,449
*	Transamerica	American Funds Fundamental Investors	**	122,518
*	Transamerica	Nuveen Mid Cap Growth Ops	**	104,551
*	Transamerica	Wells Fargo Advantage Small Cap Value	**	98,141
*	Transamerica	PIMCO Total Return Fund	**	93,673
*	Transamerica	Manning and Napier Pro-Blend Conservative Term	**	58,953
*	Transamerica	Prudential Jennison Natural Resources	**	68,078
*	Transamerica	Vanguard REIT Index Fund	**	77,803
*	Transamerica	American Funds New Perspective	**	62,846
*	Transamerica	PIMCO Low Duration	**	61,697
*	Transamerica	Lord Abbett Fundamental Equity	**	58,703
*	Transamerica	RidgeWorth Mid-Cap Value Equity	**	54,758
*	Transamerica	Vanguard Small-Cap Growth Index	**	38,654
*	Transamerica	Ivy Science and Technology Fund	**	35,561
*	Transamerica	American Funds EuroPacific Growth	**	36,436
*	Transamerica	Blackrock Equity Dividend	**	53,569
*	Transamerica	Transamerica Partners Stock Index	**	31,628
*	Transamerica	Oppenheimer Global Fund	**	26,984
*	Transamerica	AM Century Livestrong 2030	**	28,819
*	Transamerica	Janus Overseas	**	25,194
*	Transamerica	AM Century Livestrong 2050	**	40,068
*	Transamerica	Thornburg International Value	**	17,611
*	Transamerica	AllianceBernstein High Income	**	9,048
*	Transamerica	Blackrock Health Sciences Ops	**	8,572
*	Transamerica	Prudential Jennison 20/20 Foc	**	8,098
*	Transamerica	PIMCO Real Return	**	4,347
*	Transamerica	Am Century Livestrong 2015	**	5,953
*	Transamerica	AM Century Livestrong 2020	**	3,673
*	Transamerica	AM Century Livestrong 2040	**	10,944
*	Transamerica	AM Century Livestrong 2035	**	3,293
*	Transamerica	AM Century Livestrong 2045	**	905
*	Transamerica	Neuberger Berman High Income Bond	**	173
*	Transamerica	RidgeWorth Small-Cap Value Equity	**	1,875
			**	7,149,161
	Stable Value Fund:			
*	Transamerica	Stable Value Core Option	**	382,089
Total				$ 16,783,671

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

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

FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011

TOGETHER WITH AUDITOR'S REPORT

Dugan & Lopatka

Certified Public Accountants & Consultants
A Professional Corporation
104 East Roosevelt Road
Wheaton, Illinois 60187
(630) 665-4440
Fax (630) 665-5030
www.duganlopatka.com
e-mail: info@duganlopatka.com

Michael J. Dugan
Jerry L. Lopatka
Mark F. Schultz
Peter J. Zich
Leo M. Misdom

T. Brett Flickinger
Karen M. Olson
Hugh E. Elliott
James P. Hofner

Gwen S. Henry

INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying statement of net assets available for benefits of the Texas Independent Bancshares Employees' Profit-Sharing/401(k) Plan (the Plan) as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 8, which was certified by Transamerica Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets held at end of year as of or for the year ended December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

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 trustee, 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.

Duggan & Lopatka

DUGGAN AND LOPATKA

Wheaton, Illinois
October 4, 2013

EXHIBIT 1

TEXAS INDEPENDENT BANCSHARES, INC.
EMPLOYEES' PROFIT-SHARING/401(k) PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Nonparticipant-directed accounts -		
Certificates of deposit and savings accounts	$ 236,483	$ 119,014
Investments, at fair value -		
Sponsor company common stock	8,253,095	8,293,890
Debt and equity securities	762,843	740,220
Participant-directed accounts -		
Investments, at fair value -		
Pooled separate accounts	7,531,250	6,822,102
Total cash and investments	16,783,671	15,975,226
Receivables -		
Employer	518,035	239,587
Participant	16,133	-
Other	5,710	-
Total receivables	539,878	239,587
Total assets	17,323,549	16,214,813
NET ASSETS AVAILABLE FOR BENEFITS	$ 17,323,549	$ 16,214,813

The accompanying notes are an integral part of this statement.

EXHIBIT 2

TEXAS INDEPENDENT BANCSHARES, INC.
EMPLOYEES' PROFIT-SHARING/401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS:		
Investment income (loss) -		
Nonparticipant-directed accounts -		
Interest on certificates of deposit	$ 3,751	$ 6,665
Dividends on sponsor company common stock	22,252	21,427
Interest and dividends on debt and equity securities	-	187
Net realized and unrealized gains on investments	166,185	1,077,924
Participant-directed accounts -		
Net realized and unrealized gains (losses) on investments	778,023	(157,006)
Total investment income	970,211	949,197
Contributions -		
Participant	564,913	580,286
Employer	518,035	239,587
Other	45,701	-
Total contributions	1,128,649	819,873
Transfers	-	(27,022)
Total additions	2,098,860	1,742,048
DEDUCTIONS:		
Benefits paid to participants	953,453	462,887
Investment expenses	36,671	27,177
Total deductions	990,124	490,064
NET CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	1,108,736	1,251,984
NET ASSETS AVAILABLE FOR BENEFITS, Beginning of year	16,214,813	14,962,829
NET ASSETS AVAILABLE FOR BENEFITS, End of year	$ 17,323,549	$ 16,214,813

The accompanying notes are an integral part of this statement.

TEXAS INDEPENDENT BANCSHARES, INC.
EMPLOYEES' PROFIT-SHARING/401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

(1) SUMMARY DESCRIPTION OF PLAN:

General -

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

The Plan was effective January 1, 1976, restated January 1, 2010, and is a defined contribution plan covering all employees of the Company, except nonresident aliens. Employees are immediately eligible to participate in employee deferrals and are eligible for employer contributions upon completion of one year of service with 1,000 hours. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). 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.

Contributions -

Participant:

Participants may elect to contribute a percentage of their eligible compensation into the Plan after the eligibility requirements are met. For contributions withheld from compensation, the percentage is subject to an annual limit of the lesser of 100% of eligible compensation or $17,500 and $16,500 (the maximum annual salary deferral contribution limit as set forth by the Internal Revenue Code ("IRC") for 2012 and 2011, respectively) in a calendar year. Participants may enroll or change their contribution election twice a year, on January 1 and July 1. Some or all of a participant's contribution may be designated as a Roth Deferral Contribution. Roth Deferral Contributions are made on an after-tax basis; however, such contributions will not be taxed at the time of a distribution. All participants who were eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the Plan year were eligible for catch-up contributions of up to $5,500 during 2012 and 2011. Participants may also make rollover contributions from other qualified plans.

Employer:

The Employer may contribute to the Plan a discretionary matching percentage of salary deferrals, which percentage will be determined each year and applied to participants' accounts each payroll period. In 2012, the Employer made discretionary matching contributions of approximately $397,900.

The Employer may also contribute to the Plan a discretionary profit-sharing contribution in an amount to be determined at the Plan year end by the 401(k) Committee. Profit-sharing contributions made to the Plan by the Employer will be allocated to each participant's account in the ratio that a participant's compensation bears to the total eligible compensation paid to all eligible participants. In 2012, the employer made discretionary profit-sharing contributions of approximately $120,000.

(1) SUMMARY DESCRIPTION OF PLAN: (Continued)

Participant Accounts -

Each participant's account is credited with the participant's contribution and allocations of the Company's contribution, forfeitures, and 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.

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 -

Distributions to participants are payable through lump-sum payments. Payments can be made to participants or their beneficiaries upon termination of employment, retirement, disability, or death. Employee elective deferral contributions may be withdrawn during employment after the employee reaches age 59½ or upon showing immediate and substantial financial hardship. Normal retirement age is 65.

On termination, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or elect to receive a partial amount of their vested interest in his or her account. 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 -

Forfeitures are retained in the Plan and are to be allocated to participants. Non-vested accounts totaling $5,749 and $29,053 were forfeited during the years ended December 31, 2012 and 2011, respectively, and allocated to participant account balances. None of this amount was used to reduce Company contributions while $24,473 was used to reduce expenses. Plan forfeitures available for use in accordance with the Plan document totaled $30,993 and $49,021 as of December 31, 2012 and 2011, respectively.

(1) SUMMARY DESCRIPTION OF PLAN: (Continued)

Investment Options -

Participants may direct the investment of their funds into any of the pooled separate accounts or a stable value fund offered by the Plan. Alternatively, 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.

Plan Expenses -

Administrative expenses may be paid by the Company or the Plan at the Company's discretion. All expenses of maintaining the Plan other than direct investment expenses are paid by the Company.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting -

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

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. Actual results may differ from those estimates.

Contributions -

Contributions from the Company and participants are accrued as they become obligations of the Company, as determined by the Plan's Administrator, and in the period in which they are deducted, in accordance with salary deferral agreements.

Investment Valuation and Income Recognition -

The investments of the Plan are stated at fair value as of the end of the year and are subject to market or credit risks customarily associated with equity investments. Fair value measurements are determined in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 820, Fair Value Measurements, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. See Note 7 for information related to the Plan's valuation methodologies under FASB ASC Topic No. 820.

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.

(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, 2012 and 2011. Participation units outstanding and participants' equity per unit, at December 31, 2012 and 2011, were as follows:

	Year Ended December 31,	
	2012	2011
Company Common Stock -		
Number of shares	40,259	40,458
Cost	$ 1,759,435	$ 1,768,132
Fair value	$ 8,253,095	$ 8,293,890
Fair value per share	$ 205.00	$ 205.00

Investments that represent 5% or more of net assets available for benefits at December 31 are as follows:

	Year Ended December 31,	
	2012	2011
Nonparticipant-Directed Investments -		
Investments at fair value as determined by appraisal -		
Company Sponsored Common Stock	$ 8,253,095	$ 8,293,890
Participant-Directed Investments (Certified) -		
Investments at fair value as determined by quoted market prices -		
Pooled Separate Accounts -		
Manning & Napier Pro-Blend Extended Term Fund	$ 3,199,078	$ 3,201,577
Manning & Napier Pro-Blend Moderate Term Fund	1,622,588	1,451,732

During 2012 and 2011, the Plan's net realized and unrealized gains (losses) on investments were comprised of the following:

	2012	2011
Nonparticipant-directed investments -		
Sponsor company common stock	$ -	$ 996,885
Debt and equity securities	166,185	81,039
Participant directed investments -		
Pooled separate accounts	778,023	(157,006)
Net realized and unrealized gains on investments	$ 944,208	$ 920,918

(4) PLAN TERMINATION:

Although it has not expressed any intent to do so, the Company has the right under the Plan to suspend or discontinue contributions at any time or terminate the Plan, subject to the provisions of ERISA. In the event of complete or partial Plan termination, participants will become 100% vested in their accounts.

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.

(5) TAX STATUS:

The Internal Revenue Service has determined and informed the administrator by a letter dated March 31, 2008, that the prototype plan is designed to be in accordance with applicable sections of the Internal Revenue Code (IRC) and, therefore, the Plan is tax-exempt. The letter also states that an employer who adopts the prototype plan may rely on the letter in respect to qualification of its plan under Internal Revenue Code section 401(a).

The Company has not requested an individual determination letter on the Plan.

The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examination for years prior to 2009.

(6) 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 value of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statement of net assets available for benefits.

(7) FAIR VALUE MEASUREMENTS:

FASB ASC Topic No. 820 defines fair value as 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 and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined in FASB ASC Topic No. 820 are as follows:

Level 1 - observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.

Level 2 - observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability.

Level 3 - inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

FASB ASC Topic No. 820 requires that management describe the methodologies used to measure the fair value of assets and liabilities. The methodology used to measure each major category of assets and liabilities is described below. There have been no changes in the methodologies used at December 31, 2012 and 2011.

- *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.

- *Stable Value Fund*: The fair value is based on the net asset value of units held by the Plan at December 31, 2012 and 2011.

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.

(7) FAIR VALUE MEASUREMENTS: (Continued)

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

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Plan Sponsor Common Stock	$ -	$ -	$ 8,253,095	$ 8,253,095
Debt and Equity Securities	762,843	-	-	762,843
Pooled Separate Accounts (unaudited) -				
Bond	164,591	-	-	164,591
Global Equity	89,830	-	-	89,830
Hybrid	5,616,655	-	-	5,616,655
International Equity	79,241	-	-	79,241
Large-Mid Blend Equity	212,849	-	-	212,849
Large-Mid Growth Equity	263,145	-	-	263,145
Large-Mid Value Equity	110,203	-	-	110,203
Small Company Equity	136,795	-	-	136,795
Specialty	475,852	-	-	475,852
Stable Value Fund	-	382,089	-	382,089
Total assets at fair value	$ 7,912,004	$ 382,089	$ 8,253,095	16,547,188
Certificates of deposit				236,483
Total investments				$16,783,671

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Plan Sponsor Common Stock	$ -	$ -	$ 8,293,890	$ 8,293,890
Debt and Equity Securities	740,220	-	-	740,220
Pooled Separate Accounts (unaudited) -				
Bond	133,124	-	-	133,124
Global Equity	70,367	-	-	70,367
Hybrid	5,287,272	-	-	5,287,272
International Equity	54,240	-	-	54,240
Large-Mid Blend Equity	170,689	-	-	170,689
Large-Mid Growth Equity	207,763	-	-	207,763
Large-Mid Value Equity	65,858	-	-	65,858
Small Company Equity	110,718	-	-	110,718
Specialty	374,818	-	-	374,818
Stable Value Fund	-	347,253	-	347,253
Total assets at fair value	$ 7,215,069	$ 347,253	$ 8,293,890	15,856,212
Certificates of deposit				119,014
Total investments				$15,975,226

These items are classified in their entirety based on the lowest priority level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement of assets and liabilities within the levels of the fair value hierarchy.

(7) FAIR VALUE MEASUREMENTS: (Continued)

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:

	Level 3 Assets Plan Sponsor Common Stock	
	2012	2011
Balance, beginning of year	$ 8,293,890	$ 7,026,465
Realized gains/(losses)	-	-
Unrealized gains relating to investments still held at the reporting date	-	996,885
Purchases, sales, issuances and settlements, net	(40,795)	270,540
Balance, end of year	$ 8,253,095	$ 8,293,890

(8) INFORMATION CERTIFIED BY THE TRUSTEE:

The Plan Administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator limited auditing procedures with respect to the investment information certified by Transamerica, the custodian, which included total participant-directed investments as of December 31, 2012 and 2011, the total investment gain (loss) from participant directed investments for the year ended December 31, 2012, and the participant directed information included in the supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year).

(9) NET ASSETS AND CHANGES IN NET ASSETS:

Information about the net assets and significant components of the changes in net assets relating to the nonparticipant-directed investments for the years ended December 31, 2012 and 2011 is as follows:

	2012	2011
Net assets	$ 9,252,421	$ 9,153,124
Changes in net assets -		
Contributions	336,526	202,552
Net earnings on investments	380,839	1,106,203
Fees	(8,933)	(25,294)
Benefit payments	(361,957)	(250,819)
Transfers and other adjustments	15,811	18,500
Total changes in net assets	$ 362,286	$ 1,051,142

(10) 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 and Texas City. Texas Independent Bancshares, Inc. is the sponsor as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

(11) SUBSEQUENT EVENT:

In preparing the accompanying financial statements, management of the Company has evaluated all subsequent events and transactions for potential recognition or disclosure through DATE the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

TEXAS INDEPENDENT BANCSHARES, INC.
EMPLOYEES' PROFIT-SHARING/401(K) PLAN
FORM 5500, SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
Nonparticipant-Directed Investments:				
	Company Sponsored Common Stock:			
*	Texas Independent Bancshares, Inc.	Common Stock, 40,458 Shares	$ 1,759,435	$ 8,253,095
	Debt and Equity Securities:			
	MFS Municipal High Income Class	Fixed Income Securities	724,316	762,843
	Certificates of Deposit:			
*	Texas First Bank	Certificates of Deposit, 4.90-5.16%	86,021	86,021
*	**Savings Account:**			
	Texas First Bank	Savings Account	150,462	150,462
Participant-Directed Investments:				
	Pooled Separate Accounts:			
*	Transamerica	Manning and Napier Pro-Blend Extended Term	**	3,199,078
*	Transamerica	Manning and Napier Pro-Blend Moderate Term	**	1,622,588
*	Transamerica	Manning and Napier Pro-Blend Maximum Term	**	642,381
*	Transamerica	American Funds Growth Fund of America	**	150,496
*	Transamerica	Oppenheimer Developing Markets	**	145,043
*	Transamerica	MFS Utilities	**	136,449
*	Transamerica	American Funds Fundamental Investors	**	122,518
*	Transamerica	Nuveen Mid Cap Growth Ops	**	104,551
*	Transamerica	Wells Fargo Advantage Small Cap Value	**	98,141
*	Transamerica	PIMCO Total Return Fund	**	93,673
*	Transamerica	Manning and Napier Pro-Blend Conservative Term	**	58,953
*	Transamerica	Prudential Jennison Natural Resources	**	68,078
*	Transamerica	Vanguard REIT Index Fund	**	77,803
*	Transamerica	American Funds New Perspective	**	62,846
*	Transamerica	PIMCO Low Duration	**	61,697
*	Transamerica	Lord Abbett Fundamental Equity	**	58,703
*	Transamerica	RidgeWorth Mid-Cap Value Equity	**	54,758
*	Transamerica	Vanguard Small-Cap Growth Index	**	38,654
*	Transamerica	Ivy Science and Technology Fund	**	35,561
*	Transamerica	American Funds EuroPacific Growth	**	36,436
*	Transamerica	Blackrock Equity Dividend	**	53,569
*	Transamerica	Transamerica Partners Stock Index	**	31,628
*	Transamerica	Oppenheimer Global Fund	**	26,984
*	Transamerica	AM Century Livestrong 2030	**	28,819
*	Transamerica	Janus Overseas	**	25,194
*	Transamerica	AM Century Livestrong 2050	**	40,068
*	Transamerica	Thornburg International Value	**	17,611
*	Transamerica	AllianceBernstein High Income	**	9,048
*	Transamerica	Blackrock Health Sciences Ops	**	8,572
*	Transamerica	Prudential Jennison 20/20 Foc	**	8,098
*	Transamerica	PIMCO Real Return	**	4,347
*	Transamerica	Am Century Livestrong 2015	**	5,953
*	Transamerica	AM Century Livestrong 2020	**	3,673
*	Transamerica	AM Century Livestrong 2040	**	10,944
*	Transamerica	AM Century Livestrong 2035	**	3,293
*	Transamerica	AM Century Livestrong 2045	**	905
*	Transamerica	Neuberger Berman High Income Bond	**	173
*	Transamerica	RidgeWorth Small-Cap Value Equity	**	1,875
			**	7,149,161
	Stable Value Fund:			
*	Transamerica	Stable Value Core Option	**	382,089
Total				$ 16,783,671

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