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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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, INC. 401(K) EMPLOYEE STOCK OWNERSHIP 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.	10/15/2014	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	337
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**	283
b	Retired or separated participants receiving benefits	**6b**	51
c	Other retired or separated participants entitled to future benefits	**6c**	33
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	367
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	367
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	301
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
TEXAS INDEPENDENT BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP 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

HARTFORD LIFE

(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
06-0974148	88072	512043-000	160	01/01/2013	12/31/2013

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
40858	6000

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

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

SWBC INVESTMENT SERVICES, 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	
40858	0	ADMINISTRATIVE FEES	3

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

THE ALLOCATION COMPANY, INC.
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	
0	6000	ADMINISTRATIVE FEES	5

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	0
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	8150717

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**	0
c	Additions: (1) Contributions deposited during the year	**7c(1)**	259		
	(2) Dividends and credits	**7c(2)**	0		
	(3) Interest credited during the year	**7c(3)**	138		
	(4) Transferred from separate account	**7c(4)**	0		
	(5) Other (specify below)	**7c(5)**	228158		
	▶ TRANSFERS				
	(6) Total additions			**7c(6)**	228555
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	228555
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**	0		
	(2) Administration charge made by carrier	**7e(2)**	0		
	(3) Transferred to separate account	**7e(3)**	0		
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	228555

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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan	**B** Three-digit plan number (PN) ▶	
TEXAS INDEPENDENT BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
TEXAS INDEPENDENT BANCSHARES	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

HARTFORD LIFE

06-0974148

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

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

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

WHITLEY PENN

75-2393478

(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 [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(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]	0	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	0	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)

(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 [X] No [ ]	Yes [X] No [ ]		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

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(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: DUGAN & LOPATKA CPA'S	**b** EIN: 36-2886485	
c Position: AUDITOR		
d Address: 104 E ROOSEVELT RD, WHEATON, IL 60187	**e** Telephone: 630-665-4440	

Explanation: REPLACE FOR A LOCAL HOUSTON FIRM

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
TEXAS INDEPENDENT BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP 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: THE HARTFORD LIFE INSURANCE COMPANY

b Name of sponsor of entity listed in (a): INVESCO EQUITY AND INCOME FUND 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)
06-0974148-000	P	4221980

a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY

b Name of sponsor of entity listed in (a): THE HARTFORD BALANCED INCOME R4

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)
06-0974148-000	P	1894833

a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY

b Name of sponsor of entity listed in (a): MASSACHUSETTS INV TRUST R3

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)
06-0974148-000	P	244097

a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY

b Name of sponsor of entity listed in (a): AMERICAN FUNDS GR FUN OF AMERICA R3

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)
06-0974148-000	P	205867

a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY

b Name of sponsor of entity listed in (a): MFS UTILITIES R3

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)
06-0974148-000	P	154222

a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY

b Name of sponsor of entity listed in (a): INVESCO DEVELOPING MARKETS 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)
06-0974148-000	P	164536

a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY

b Name of sponsor of entity listed in (a): EATON VANCE ATL CAP SMID CAP 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)
06-0974148-000	P	119077

a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): THE HARTFORD MIDCAP VALUE R4		
c EIN-PN 06-0971148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 80585
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): INVESCO COMSTOCK A		
c EIN-PN 06-0971148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 101061
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): PIMCO TOTAL RETURN A		
c EIN-PN 06-0971148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 96342
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): RETIREMENT 2050 R4		
c EIN-PN 06-0971148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 79610
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): OPPENHEIMER GLOBAL A		
c EIN-PN 06-0971148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 103220
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): IVY SCIENCE AND TECHNOLOGY Y		
c EIN-PN 06-0971148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 58981
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): BNY MELLON DL SM CAP STOCK IND A		
c EIN-PN 06-0971148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 92220
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): PRUD JENN NATURAL RESOURCES A		
c EIN-PN 06-0971148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 78379
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): OPPENHEIMER INTERNATIONAL GROWTH A		
c EIN-PN 06-0971148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 75628
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): OPPENHEIMER REAL ESTATE A		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 54528

a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): MFS INTERNATIONAL VALUE R3		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9401
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): MFS RESEARCH INTERNATIONAL R3		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44063
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): RETIREMENT 2030 R4		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40677
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): MFS NEW DISCOVERY R3		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 54827
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): RETIREMENT 2040 R4		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33938
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): FRANKLIN HIGH INCOME A		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32514
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): ALLIANCE BERNSTEIN GLOBAL BOND A		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16439
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): HARTFORD INDEX HLS IB		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27984
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): ALLIANCE BERNSTEIN HIGH INCOME A		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14093
a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INS COMPANY		
b Name of sponsor of entity listed in (a): RETIREMENT 2045 R4		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8377

a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY

b Name of sponsor of entity listed in (a): INVESCO SMALL CAP VALUE A

c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9411

a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY

b Name of sponsor of entity listed in (a): RETIREMENT 2020 R4

c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8327

a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY

b Name of sponsor of entity listed in (a): THE HARTFORD HEALTHCARE R4

c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11725

a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY

b Name of sponsor of entity listed in (a): RETIREMENT 2015 R4

c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7725

a Name of MTIA, CCT, PSA, or 103-12 IE: THE HARTFORD LIFE INSURANCE COMPANY

b Name of sponsor of entity listed in (a): RETIREMENT 2035 R4

c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6054

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
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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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
TEXAS INDEPENDENT BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP 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)	518035	525203
(2) Participant contributions	1b(2)	16133	0
(3) Other	1b(3)	5710	11269
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	236483	172988
(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)	7531250	92220
(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)	762843	8058497
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	228555
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	8253095	15586080
(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	17323549	24674812
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	9589
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	9589
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	17323549	24665223

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)	525203	
(B) Participants	2a(1)(B)	581893	
(C) Others (including rollovers)	2a(1)(C)	7552044	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		8659140
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	918	
(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)	11638	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		12556
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	22142	
(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)		22142
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	-40751	
(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)		-40751
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	922599	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		922599

		(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)		1203501
(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)		
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		10779187
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3396268	
(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)		3396268
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	23245	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	18000	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		41245
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3437513
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		7341674
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WHITLEY PENN LLP **(2)** EIN: 75-2393478

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	X		

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
TEXAS INDEPENDENT BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP 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.
401(K) EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

Years Ended December 31, 2013 and 2012
with Report of Independent Auditors

TEXAS INDEPENDENT BANCSHARES INC.
401(K) EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Years Ended December 31, 2013 and 2012

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

whitleypenn

Houston Office
3411 Richmond Avenue
Suite 500
Houston, Texas 77046
713.621.1515 Main

whitleypenn.com

REPORT OF INDEPENDENT AUDITORS

To the Plan Administrator and Trustee of the
Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan

We have audited the accompanying financial statements of the Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 ("GAAS"). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan as of December 31, 2013, and the changes in its net assets available for benefits for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter – 2012 Financial Statements

The financial statements of the Plan as of and for the year ended December 31, 2012, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the other auditors not to perform, and they did not perform any auditing procedures with respect to the information certified by Transamerica Retirement Solutions Corporation, the custodian of the Plan. Their report, dated October 4, 2013, indicated that (a) because of the significance of the information that they did not audit, they were unable to and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements and supplemental schedule, other than that derived from the investment information certified by the custodian, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Supplemental Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Whitley Penn LLP

Houston, Texas
October 15, 2014

TEXAS INDEPENDENT BANCSHARES INC.
401(k) EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2013	December 31, 2012
Assets		
Nonparticipant-directed accounts:		
Cash and cash equivalents	$ 86,319	$ -
Certificates of deposit	86,669	236,483
Investments, at fair value:		
Plan Sponsor common stock	15,586,080	8,253,095
Debt and equity securities	-	762,843
Participant-directed accounts:		
Investments, at fair value:		
Collective investment fund	92,220	-
Stable value funds	228,555	382,089
Mutual funds	8,058,497	7,149,161
Total cash and investments, at fair value	24,138,340	16,783,671
Receivables:		
Participant	-	16,133
Employer	525,203	518,035
Other	11,269	5,710
Total receivables	536,472	539,878
Total assets	24,674,812	17,323,549
Liabilities		
Excess contributions payable	9,589	-
Net assets available for benefits	$ 24,665,223	$ 17,323,549

See accompanying notes to financial statements.

TEXAS INDEPENDENT BANCSHARES INC.
401(k) EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31, 2013	2012
Additions to Net Assets		
Investment income:		
Nonparticipant-directed accounts:		
Interest on certificates of deposit	$ 918	$ 3,751
Dividends on Plan sponsor common stock	22,142	22,252
Net realized and unrealized gains on investments	881,848	166,185
Participant-directed accounts:		
Interest on investments	11,638	-
Net realized and unrealized gains on investments	1,203,501	778,023
Total investment income	2,120,047	970,211
Contributions:		
Participant	581,893	564,913
Rollover	7,552,044	518,035
Employer	525,203	45,701
Total contributions	8,659,140	1,128,649
Total additions to net assets	10,779,187	2,098,860
Deductions from Net Assets		
Benefits paid to participants	3,396,268	953,453
Administrative expenses	41,245	36,671
Total deductions from net assets	3,437,513	990,124
Net increase in net assets available for benefits	7,341,674	1,108,736
Net assets available for benefits at beginning of year	17,323,549	16,214,813
Net assets available for benefits at end of year	$ 24,665,223	$ 17,323,549

See accompanying notes to financial statements.

TEXAS INDEPENDENT BANCSHARES INC.
401(K) EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

A. Description of the Plan

General

The following brief description of the Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan (the "Plan") is provided for general information purposes only. The Plan is sponsored by Texas Independent Bancshares, Inc. (the "Company" or "Plan Sponsor"). Participants should refer to the Plan Document for more complete information. The Company's corporate offices are located in Texas City, Texas.

The Plan was effective January 1, 1976, restated December 1, 2013, and is a qualified retirement plan that combines an employee's stock ownership plan ("ESOP") with a defined contribution 401(k) 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.

The purpose of the Plan is to encourage the Company's employees to save and invest, systematically, a portion of their current compensation so that they and their families may have a source of additional income upon their retirement, or in the event of death.

Contributions

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 $17,000 (the maximum annual salary deferral contribution limit as set forth by the Internal Revenue Code (the "Code") for 2013 and 2012, 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 2013 and 2012. Participants may also make rollover contributions from other qualified plans

Participants who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the year may make catch-up contributions in accordance with, and subject to the limitations imposed by the Code.

A. Description of the Plan – continued

The Company 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. The Company made discretionary matching contributions of $417,100 and $397,900 in 2013 and 2012.

The Company 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 Company 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. The Company made profit-sharing contributions of $108,100 and $120,000 in 2013 and 2012.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of: (a) the Company's contribution; (b) Plan earnings; and, (c) forfeitures of terminated participants' non-vested accounts. 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 account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company contribution portion of accounts, plus actual earnings thereon is as follows:

Years of Service	Vested Percentage
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

In the event of disability, early retirement, or death, the participant will become fully vested.

Benefit Payments

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.

A. Description of the Plan – continued

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.

Forfeitures

Forfeitures are retained in the Plan and are to be allocated to participants. Non-vested accounts totaling $5,749 were forfeited during the year ended December 31, 2012. Non-vested accounts totaling $18,229 were forfeited during the year ended December 31, 2013. None of these amounts were used to reduce Company contributions while $21,238 was used to reduce expenses. Plan forfeitures available for use in accordance with the Plan document totaled $28,251 and $30,993 as of December 31, 2013 and 2012, respectively.

Investment Options

Participants may direct the investment of their funds into any of the mutual funds or a stable value fund offered by the Plan. Alternatively, participants have an option to retain the trustee-directed investments, which include Plan Sponsor common stock, certificates of deposit and cash, or, up to two times a year, transfer a portion of the balance to the participant-directed investments. Due to the restriction on the transfer from the trustee directed investments to only twice a year, the trustee directed investments are considered non-participant directed.

Plan Expenses

Employees of the Company perform certain administrative functions with no compensation from the Plan. In accordance with Plan provisions, the Plan pays all costs relating to asset charges and recordkeeping.

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

B. Summary of Significant Accounting Policies – continued

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

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. GAAP defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. See Note D for information related to the Plan's valuation methodologies.

Investment gains and losses are accounted for 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.

Fully Benefit-Responsive Investment Contracts

The accompanying statements of net assets available for benefits presents the fair values of the investments in the Massachusetts Mutual Fixed Income Account as of December 31, 2013 and in the Transamerica Stable Value Core Option as of December 31, 2012. The accompanying statements of changes in net assets available for benefits are prepared on a contract-value basis, which approximates fair value. The contract value of the fully benefit-responsive investment contracts represents contributions plus earnings, less participant withdrawals and administrative expenses. The average yield of the Massachusetts Mutual Fixed Income Account for the year ended December 31, 2013 was 1.5% and the average yield for the Transamerica Stable Value Core Option for the year ended December 31, 2012 was 1.4%.

Payment of Benefits

Benefits are recorded when paid.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation. The reclassification had no effect on the net assets available for benefits or the increase in net assets available for benefits.

B. Summary of Significant Accounting Policies – continued

Cash and Cash Equivalents

All highly-liquid investments with a maturity of three months or less when purchased are treated as cash equivalents. At December 31, 2013 and 2012, the Plan held such investments primarily in one financial institution, which at times exceeded amounts covered by insurance provided by the U.S. Federal Deposit Insurance Corporation ("FDIC"). The Plan has not experienced any losses related to amounts in excess of FDIC limits.

C. Investments

The Plan invests in common stock of the Company. The fair value per share is determined as of the Plan year-end by an independent appraiser. Annual valuations are based on actual results as of December 31, 2013 and 2012. Participation units outstanding and participants' equity per unit, at December 31, 2013 and 2012 were as follows:

	December 31,	
	2013	**2012**
Plan Sponsor common stock		
Number of shares	68,360	40,259
Cost	$ 5,710,750	$ 1,759,435
Fair value	$ 15,586,080	$ 8,253,095
Fair value per share	$ 228.00	$ 205.00

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

	2013
Plan Sponsor common stock	$ 15,586,080
Invesco Equity and Income A	4,221,980
The Hartford Balance Income R4	1,894,833

	2012
Plan Sponsor common stock	$ 8,253,095
Manning & Napier Pro-Blend Extended Term Fund	3,199,078
Manning & Napier Pro-Blend Moderate Term Fund	1,622,588

C. Investments – continued

During 2013 and 2012, the Plan's net realized and unrealized gains (losses) on investments were comprised of the following:

	2013	2012
Nonparticipant-directed investments:		
Plan Sponsor common stock	$ 922,599	$ -
Debt and equity securities	(40,751)	166,185
Participant-directed investments:		
Mutual funds	1,197,954	775,245
Collective investment fund	3,504	-
Stable value funds	2,043	2,778
Net realized and unrealized gains on investments	$ 2,085,349	$ 944,208

D. Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date 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 by GAAP 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.

We have described below the methodology used to measure each major category of assets and liabilities. There have been no changes in the methodologies used at December 31, 2013 and 2012.

D. Fair Value Measurements – continued

- Mutual funds are presented at fair value based on the net asset value ("NAV") as of the close of each business day. This unadjusted quoted price is readily observable in active markets. As such, these are categorized as Level 1 within the fair value hierarchy.

- Plan Sponsor common stock is valued at estimated fair value based on an independent appraisal and is classified within Level 3 of the valuation hierarchy.

- Stable value funds are valued at fair value by the respective insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. Since the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the Plan evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms (for example, duration or payout date) while others are substantiated utilizing available market data (for example, swap curve rate). Stable value funds are classified within Level 2 of the valuation hierarchy.

- Collective investment funds are valued based on the calculations by the fund manager based on the underlying investment's NAV as of the close of each business day. Collective investment funds are categorized as Level 2 within the fair value hierarchy.

D. Fair Value Measurements – continued

The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of December 31, 2013 and 2012.

	2013			
	Level 1	Level 2	Level 3	Total
Plan Sponsor common stock	$ -	$ -	$ 15,586,080	$ 15,586,080
Mutual Funds:				
Technology	58,981	-	-	58,981
Natural resources	78,379	-	-	78,379
World stock	103,220	-	-	103,220
Bonds	159,388	-	-	159,388
Health	11,725	-	-	11,725
Foreign large	129,092	-	-	129,092
Real estate	54,528	-	-	54,528
Large-cap	579,009	-	-	579,009
Target date	184,708	-	-	184,708
Small-cap	64,234	-	-	64,234
Mid-cap	199,662	-	-	199,662
Utilities	154,222	-	-	154,222
Aggressive allocation	4,221,980	-	-	4,221,980
Diversified emerging markets	164,536	-	-	164,536
Conservative allocation	1,894,833	-	-	1,894,833
Collective Investment Fund	-	92,220	-	92,220
Stable Value Fund	-	228,555	-	228,555
Total investments, at fair value	$ 8,058,497	$ 320,775	$ 15,586,080	$ 23,965,352

D. Fair Value Measurements – continued

	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
Mutual Funds:				
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 investments, at fair value	$ 7,912,004	$ 382,089	$ 8,253,095	$ 16,547,188

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.

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 asset for the years ended December 31, 2013 and 2012.

	Plan Sponsor Common Stock	
	2013	**2012**
Balance, beginning of year	$ 8,253,095	$ 8,293,890
Unrealized gains relating to instruments still held at the reporting date	922,599	-
Sales	(1,141,658)	(40,795)
Rollovers from other qualified plans	7,552,044	-
Balance, end of year	$ 15,586,080	$ 8,253,095

E. Tax Status

The Plan obtained its latest opinion letter dated March 31, 2008 in which the Internal Revenue Service (the "IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The Plan has been amended and restated, effective December 1, 2013, to combine an ESOP with a defined contribution 401(k) plan. The Plan is currently in the process of filing for a new opinion letter on the restated Plan.

Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Company believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Plan management evaluates tax positions taken by the Plan and recognizes 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, 2013, 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 2010.

F. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminates, all amounts credited to participant accounts will become 100% vested.

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 IRS 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 B.

G. Parties-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, and an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or relatives of such persons.

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

H. Subsequent Events

In preparing the accompanying financial statements, management of the Company has evaluated all subsequent events and transactions for potential recognition or disclosure through October 15, 2014, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

TEXAS INDEPENDENT BANCSHARES INC.
401(k) EMPLOYEE STOCK OWNERSHIP PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

EIN: 74-2022764
Plan #: 001

	(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:					
	Plan Sponsor Common Stock:				
*		Texas Independent Bancshares, Inc.	Common Stock, 68,360 shares	$ 5,710,750	$ 15,586,080
	Certificate of Deposit:				
*		Texas First Bank	Certificate of Deposit, 0.75%	86,669	86,669
	Savings Account:				
*		Texas First Bank	Savings Account, 0.10%	86,319	86,319
Participant-directed Investments:					
	Mutual Funds:				
*		Massachusetts Mutual Life Insurance Company	Invesco Equity and Income A	**	4,221,980
*		Massachusetts Mutual Life Insurance Company	The Hartford Balance Income R4	**	1,894,833
*		Massachusetts Mutual Life Insurance Company	MA Investment Trust R3	**	244,097
*		Massachusetts Mutual Life Insurance Company	American Funds Growth Fund America R3	**	205,867
*		Massachusetts Mutual Life Insurance Company	Invesco Developing Markets A	**	164,536
*		Massachusetts Mutual Life Insurance Company	MFS Utilities Fund R3	**	154,222
*		Massachusetts Mutual Life Insurance Company	Eaton Vance Atlanta Small-Mid Cap A	**	119,077
*		Massachusetts Mutual Life Insurance Company	Oppenheimer Global Fund A	**	103,220
*		Massachusetts Mutual Life Insurance Company	Invesco Comstock A	**	101,061
*		Massachusetts Mutual Life Insurance Company	PIMCO Total Return Fund A	**	96,342
*		Massachusetts Mutual Life Insurance Company	The Hartford Mid Cap Value R4	**	80,585
*		Massachusetts Mutual Life Insurance Company	Hartford Target Retirement 2050 R4	**	79,610
*		Massachusetts Mutual Life Insurance Company	Prudential Jennison Natural Resources Fund A	**	78,379
*		Massachusetts Mutual Life Insurance Company	Oppenheimer International Growth A	**	75,628
*		Massachusetts Mutual Life Insurance Company	Ivy Science & Technology Y	**	58,981
*		Massachusetts Mutual Life Insurance Company	MFS New Discovery R3	**	54,823
*		Massachusetts Mutual Life Insurance Company	Oppenheimer Real Estate A	**	54,528
*		Massachusetts Mutual Life Insurance Company	MFS Research International R3	**	44,063
*		Massachusetts Mutual Life Insurance Company	Hartford Target Retirement 2030 R4	**	40,677
*		Massachusetts Mutual Life Insurance Company	Hartford Target Retirement 2040 R4	**	33,938
*		Massachusetts Mutual Life Insurance Company	Franklin High Income Fund A	**	32,514
*		Massachusetts Mutual Life Insurance Company	Hartford Index HLS IB	**	27,984
*		Massachusetts Mutual Life Insurance Company	AllianceBernstein Global Bond A	**	16,439
*		Massachusetts Mutual Life Insurance Company	AllianceBernstein High Income	**	14,093
*		Massachusetts Mutual Life Insurance Company	The Hartford Healthcare R4	**	11,725
*		Massachusetts Mutual Life Insurance Company	Invesco Small Cap Value A	**	9,411
*		Massachusetts Mutual Life Insurance Company	MFS International Value R3	**	9,401
*		Massachusetts Mutual Life Insurance Company	Hartford Target Retirement 2045 R4	**	8,377
*		Massachusetts Mutual Life Insurance Company	Hartford Target Retirement 2020 R4	**	8,327
*		Massachusetts Mutual Life Insurance Company	Hartford Target Retirement 2015 R4	**	7,725
*		Massachusetts Mutual Life Insurance Company	Hartford Target Retirement 2035 R4	**	6,054
	Collective Investment Fund:				
*		Massachusetts Mutual Life Insurance Company	BNY Mellon DL Small Cap Stock Index A	**	92,220
	Stable Value Fund:				
*		Massachusetts Mutual Life Insurance Company	Fixed Income Account	**	228,555
	Total				$ 24,138,340

* A party-in interest as defined by ERISA

** Cost omitted for participant directed investments

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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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: ☒ 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, INC. 401(k) EMPLOYEE STOCK OWNERSHIP 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	Catherine O Potter	10-15-14	Catherine Potter
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Catherine O Potter	10-15-14	Catherine O. Potter
	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)

TEXAS INDEPENDENT BANCSHARES INC.
401(K) EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

Years Ended December 31, 2013 and 2012
with Report of Independent Auditors

TEXAS INDEPENDENT BANCSHARES INC.
401(K) EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Years Ended December 31, 2013 and 2012

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Supplemental Schedule:

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

whitleypenn

Houston Office
3411 Richmond Avenue
Suite 500
Houston, Texas 77046
713.621.1515 Main

whitleypenn.com

REPORT OF INDEPENDENT AUDITORS

To the Plan Administrator and Trustee of the
Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan

We have audited the accompanying financial statements of the Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 ("GAAS"). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan as of December 31, 2013, and the changes in its net assets available for benefits for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter – 2012 Financial Statements

The financial statements of the Plan as of and for the year ended December 31, 2012, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the other auditors not to perform, and they did not perform any auditing procedures with respect to the information certified by Transamerica Retirement Solutions Corporation, the custodian of the Plan. Their report, dated October 4, 2013, indicated that (a) because of the significance of the information that they did not audit, they were unable to and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements and supplemental schedule, other than that derived from the investment information certified by the custodian, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Supplemental Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Whitley Penn LLP

Houston, Texas
October 15, 2014

TEXAS INDEPENDENT BANCSHARES INC.
401(k) EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2013	December 31, 2012
Assets		
Nonparticipant-directed accounts:		
Cash and cash equivalents	$ 86,319	$ -
Certificates of deposit	86,669	236,483
Investments, at fair value:		
Plan Sponsor common stock	15,586,080	8,253,095
Debt and equity securities	-	762,843
Participant-directed accounts:		
Investments, at fair value:		
Collective investment fund	92,220	-
Stable value funds	228,555	382,089
Mutual funds	8,058,497	7,149,161
Total cash and investments, at fair value	24,138,340	16,783,671
Receivables:		
Participant	-	16,133
Employer	525,203	518,035
Other	11,269	5,710
Total receivables	536,472	539,878
Total assets	24,674,812	17,323,549
Liabilities		
Excess contributions payable	9,589	-
Net assets available for benefits	$ 24,665,223	$ 17,323,549

See accompanying notes to financial statements.

TEXAS INDEPENDENT BANCSHARES INC.
401(k) EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31, 2013	2012
Additions to Net Assets		
Investment income:		
Nonparticipant-directed accounts:		
Interest on certificates of deposit	$ 918	$ 3,751
Dividends on Plan sponsor common stock	22,142	22,252
Net realized and unrealized gains on investments	881,848	166,185
Participant-directed accounts:		
Interest on investments	11,638	-
Net realized and unrealized gains on investments	1,203,501	778,023
Total investment income	2,120,047	970,211
Contributions:		
Participant	581,893	564,913
Rollover	7,552,044	518,035
Employer	525,203	45,701
Total contributions	8,659,140	1,128,649
Total additions to net assets	10,779,187	2,098,860
Deductions from Net Assets		
Benefits paid to participants	3,396,268	953,453
Administrative expenses	41,245	36,671
Total deductions from net assets	3,437,513	990,124
Net increase in net assets available for benefits	7,341,674	1,108,736
Net assets available for benefits at beginning of year	17,323,549	16,214,813
Net assets available for benefits at end of year	$ 24,665,223	$ 17,323,549

See accompanying notes to financial statements.

TEXAS INDEPENDENT BANCSHARES INC.
401(K) EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

A. Description of the Plan

General

The following brief description of the Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan (the "Plan") is provided for general information purposes only. The Plan is sponsored by Texas Independent Bancshares, Inc. (the "Company" or "Plan Sponsor"). Participants should refer to the Plan Document for more complete information. The Company's corporate offices are located in Texas City, Texas.

The Plan was effective January 1, 1976, restated December 1, 2013, and is a qualified retirement plan that combines an employee's stock ownership plan ("ESOP") with a defined contribution 401(k) 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.

The purpose of the Plan is to encourage the Company's employees to save and invest, systematically, a portion of their current compensation so that they and their families may have a source of additional income upon their retirement, or in the event of death.

Contributions

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 $17,000 (the maximum annual salary deferral contribution limit as set forth by the Internal Revenue Code (the "Code") for 2013 and 2012, 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 2013 and 2012. Participants may also make rollover contributions from other qualified plans

Participants who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the year may make catch-up contributions in accordance with, and subject to the limitations imposed by the Code.

A. Description of the Plan – continued

The Company 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. The Company made discretionary matching contributions of $417,100 and $397,900 in 2013 and 2012.

The Company 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 Company 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. The Company made profit-sharing contributions of $108,100 and $120,000 in 2013 and 2012.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of: (a) the Company's contribution; (b) Plan earnings; and, (c) forfeitures of terminated participants' non-vested accounts. 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 account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company contribution portion of accounts, plus actual earnings thereon is as follows:

Years of Service	Vested Percentage
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

In the event of disability, early retirement, or death, the participant will become fully vested.

Benefit Payments

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.

A. Description of the Plan – continued

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.

Forfeitures

Forfeitures are retained in the Plan and are to be allocated to participants. Non-vested accounts totaling $5,749 were forfeited during the year ended December 31, 2012. Non-vested accounts totaling $18,229 were forfeited during the year ended December 31, 2013. None of these amounts were used to reduce Company contributions while $21,238 was used to reduce expenses. Plan forfeitures available for use in accordance with the Plan document totaled $28,251 and $30,993 as of December 31, 2013 and 2012, respectively.

Investment Options

Participants may direct the investment of their funds into any of the mutual funds or a stable value fund offered by the Plan. Alternatively, participants have an option to retain the trustee-directed investments, which include Plan Sponsor common stock, certificates of deposit and cash, or, up to two times a year, transfer a portion of the balance to the participant-directed investments. Due to the restriction on the transfer from the trustee directed investments to only twice a year, the trustee directed investments are considered non-participant directed.

Plan Expenses

Employees of the Company perform certain administrative functions with no compensation from the Plan. In accordance with Plan provisions, the Plan pays all costs relating to asset charges and recordkeeping.

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

B. Summary of Significant Accounting Policies – continued

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

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. GAAP defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. See Note D for information related to the Plan's valuation methodologies.

Investment gains and losses are accounted for 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.

Fully Benefit-Responsive Investment Contracts

The accompanying statements of net assets available for benefits presents the fair values of the investments in the Massachusetts Mutual Fixed Income Account as of December 31, 2013 and in the Transamerica Stable Value Core Option as of December 31, 2012. The accompanying statements of changes in net assets available for benefits are prepared on a contract-value basis, which approximates fair value. The contract value of the fully benefit-responsive investment contracts represents contributions plus earnings, less participant withdrawals and administrative expenses. The average yield of the Massachusetts Mutual Fixed Income Account for the year ended December 31, 2013 was 1.5% and the average yield for the Transamerica Stable Value Core Option for the year ended December 31, 2012 was 1.4%.

Payment of Benefits

Benefits are recorded when paid.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation. The reclassification had no effect on the net assets available for benefits or the increase in net assets available for benefits.

B. Summary of Significant Accounting Policies – continued

Cash and Cash Equivalents

All highly-liquid investments with a maturity of three months or less when purchased are treated as cash equivalents. At December 31, 2013 and 2012, the Plan held such investments primarily in one financial institution, which at times exceeded amounts covered by insurance provided by the U.S. Federal Deposit Insurance Corporation ("FDIC"). The Plan has not experienced any losses related to amounts in excess of FDIC limits.

C. Investments

The Plan invests in common stock of the Company. The fair value per share is determined as of the Plan year-end by an independent appraiser. Annual valuations are based on actual results as of December 31, 2013 and 2012. Participation units outstanding and participants' equity per unit, at December 31, 2013 and 2012 were as follows:

	December 31,	
	2013	**2012**
Plan Sponsor common stock		
Number of shares	68,360	40,259
Cost	$ 5,710,750	$ 1,759,435
Fair value	$ 15,586,080	$ 8,253,095
Fair value per share	$ 228.00	$ 205.00

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

	2013
Plan Sponsor common stock	$ 15,586,080
Invesco Equity and Income A	4,221,980
The Hartford Balance Income R4	1,894,833

	2012
Plan Sponsor common stock	$ 8,253,095
Manning & Napier Pro-Blend Extended Term Fund	3,199,078
Manning & Napier Pro-Blend Moderate Term Fund	1,622,588

C. Investments – continued

During 2013 and 2012, the Plan's net realized and unrealized gains (losses) on investments were comprised of the following:

	2013	2012
Nonparticipant-directed investments:		
Plan Sponsor common stock	$ 922,599	$ -
Debt and equity securities	(40,751)	166,185
Participant-directed investments:		
Mutual funds	1,197,954	775,245
Collective investment fund	3,504	-
Stable value funds	2,043	2,778
Net realized and unrealized gains on investments	$ 2,085,349	$ 944,208

D. Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date 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 by GAAP 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.

We have described below the methodology used to measure each major category of assets and liabilities. There have been no changes in the methodologies used at December 31, 2013 and 2012.

D. Fair Value Measurements – continued

- Mutual funds are presented at fair value based on the net asset value ("NAV") as of the close of each business day. This unadjusted quoted price is readily observable in active markets. As such, these are categorized as Level 1 within the fair value hierarchy.

- Plan Sponsor common stock is valued at estimated fair value based on an independent appraisal and is classified within Level 3 of the valuation hierarchy.

- Stable value funds are valued at fair value by the respective insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. Since the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the Plan evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms (for example, duration or payout date) while others are substantiated utilizing available market data (for example, swap curve rate). Stable value funds are classified within Level 2 of the valuation hierarchy.

- Collective investment funds are valued based on the calculations by the fund manager based on the underlying investment's NAV as of the close of each business day. Collective investment funds are categorized as Level 2 within the fair value hierarchy.

D. Fair Value Measurements – continued

The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of December 31, 2013 and 2012.

	2013			
	Level 1	Level 2	Level 3	Total
Plan Sponsor common stock	$ -	$ -	$ 15,586,080	$ 15,586,080
Mutual Funds:				
Technology	58,981	-	-	58,981
Natural resources	78,379	-	-	78,379
World stock	103,220	-	-	103,220
Bonds	159,388	-	-	159,388
Health	11,725	-	-	11,725
Foreign large	129,092	-	-	129,092
Real estate	54,528	-	-	54,528
Large-cap	579,009	-	-	579,009
Target date	184,708	-	-	184,708
Small-cap	64,234	-	-	64,234
Mid-cap	199,662	-	-	199,662
Utilities	154,222	-	-	154,222
Aggressive allocation	4,221,980	-	-	4,221,980
Diversified emerging markets	164,536	-	-	164,536
Conservative allocation	1,894,833	-	-	1,894,833
Collective Investment Fund	-	92,220	-	92,220
Stable Value Fund	-	228,555	-	228,555
Total investments, at fair value	$ 8,058,497	$ 320,775	$ 15,586,080	$ 23,965,352

D. Fair Value Measurements – continued

	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
Mutual Funds:				
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 investments, at fair value	$ 7,912,004	$ 382,089	$ 8,253,095	$ 16,547,188

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.

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 asset for the years ended December 31, 2013 and 2012.

	Plan Sponsor Common Stock	
	2013	**2012**
Balance, beginning of year	$ 8,253,095	$ 8,293,890
Unrealized gains relating to instruments still held at the reporting date	922,599	-
Sales	(1,141,658)	(40,795)
Rollovers from other qualified plans	7,552,044	-
Balance, end of year	$ 15,586,080	$ 8,253,095

E. Tax Status

The Plan obtained its latest opinion letter dated March 31, 2008 in which the Internal Revenue Service (the "IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The Plan has been amended and restated, effective December 1, 2013, to combine an ESOP with a defined contribution 401(k) plan. The Plan is currently in the process of filing for a new opinion letter on the restated Plan.

Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Company believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Plan management evaluates tax positions taken by the Plan and recognizes 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, 2013, 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 2010.

F. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminates, all amounts credited to participant accounts will become 100% vested.

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 IRS 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 B.

G. Parties-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, and an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or relatives of such persons.

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

H. Subsequent Events

In preparing the accompanying financial statements, management of the Company has evaluated all subsequent events and transactions for potential recognition or disclosure through October 15, 2014, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

TEXAS INDEPENDENT BANCSHARES INC.
401(k) EMPLOYEE STOCK OWNERSHIP PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

EIN: 74-2022764
Plan #: 001

	(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:					
	Plan Sponsor Common Stock:				
*		Texas Independent Bancshares, Inc.	Common Stock, 68,360 shares	$ 5,710,750	$ 15,586,080
	Certificate of Deposit:				
*		Texas First Bank	Certificate of Deposit, 0.75%	86,669	86,669
	Savings Account:				
*		Texas First Bank	Savings Account, 0.10%	86,319	86,319
Participant-directed Investments:					
	Mutual Funds:				
*		Massachusetts Mutual Life Insurance Company	Invesco Equity and Income A	**	4,221,980
*		Massachusetts Mutual Life Insurance Company	The Hartford Balance Income R4	**	1,894,833
*		Massachusetts Mutual Life Insurance Company	MA Investment Trust R3	**	244,097
*		Massachusetts Mutual Life Insurance Company	American Funds Growth Fund America R3	**	205,867
*		Massachusetts Mutual Life Insurance Company	Invesco Developing Markets A	**	164,536
*		Massachusetts Mutual Life Insurance Company	MFS Utilities Fund R3	**	154,222
*		Massachusetts Mutual Life Insurance Company	Eaton Vance Atlanta Small-Mid Cap A	**	119,077
*		Massachusetts Mutual Life Insurance Company	Oppenheimer Global Fund A	**	103,220
*		Massachusetts Mutual Life Insurance Company	Invesco Comstock A	**	101,061
*		Massachusetts Mutual Life Insurance Company	PIMCO Total Return Fund A	**	96,342
*		Massachusetts Mutual Life Insurance Company	The Hartford Mid Cap Value R4	**	80,585
*		Massachusetts Mutual Life Insurance Company	Hartford Target Retirement 2050 R4	**	79,610
*		Massachusetts Mutual Life Insurance Company	Prudential Jennison Natural Resources Fund A	**	78,379
*		Massachusetts Mutual Life Insurance Company	Oppenheimer International Growth A	**	75,628
*		Massachusetts Mutual Life Insurance Company	Ivy Science & Technology Y	**	58,981
*		Massachusetts Mutual Life Insurance Company	MFS New Discovery R3	**	54,823
*		Massachusetts Mutual Life Insurance Company	Oppenheimer Real Estate A	**	54,528
*		Massachusetts Mutual Life Insurance Company	MFS Research International R3	**	44,063
*		Massachusetts Mutual Life Insurance Company	Hartford Target Retirement 2030 R4	**	40,677
*		Massachusetts Mutual Life Insurance Company	Hartford Target Retirement 2040 R4	**	33,938
*		Massachusetts Mutual Life Insurance Company	Franklin High Income Fund A	**	32,514
*		Massachusetts Mutual Life Insurance Company	Hartford Index HLS IB	**	27,984
*		Massachusetts Mutual Life Insurance Company	AllianceBernstein Global Bond A	**	16,439
*		Massachusetts Mutual Life Insurance Company	AllianceBernstein High Income	**	14,093
*		Massachusetts Mutual Life Insurance Company	The Hartford Healthcare R4	**	11,725
*		Massachusetts Mutual Life Insurance Company	Invesco Small Cap Value A	**	9,411
*		Massachusetts Mutual Life Insurance Company	MFS International Value R3	**	9,401
*		Massachusetts Mutual Life Insurance Company	Hartford Target Retirement 2045 R4	**	8,377
*		Massachusetts Mutual Life Insurance Company	Hartford Target Retirement 2020 R4	**	8,327
*		Massachusetts Mutual Life Insurance Company	Hartford Target Retirement 2015 R4	**	7,725
*		Massachusetts Mutual Life Insurance Company	Hartford Target Retirement 2035 R4	**	6,054
	Collective Investment Fund:				
*		Massachusetts Mutual Life Insurance Company	BNY Mellon DL Small Cap Stock Index A	**	92,220
	Stable Value Fund:				
*		Massachusetts Mutual Life Insurance Company	Fixed Income Account	**	228,555
	Total				$ 24,138,340

* A party-in interest as defined by ERISA

** Cost omitted for participant directed investments