

MAILED ON 3/27/19

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies - FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2018

Month / Day / Year
N.A.

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

Reporter's Name, Street, and Mailing Address

I, Jeff Barfield

Austin Colony, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Director and Secretary to the Board of Directors

P. O. Box 3100

Title of the Holding Company Director and Official

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

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Lake Jackson TX 77566

City State Zip Code

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jeff Barfield Director and Secretary to THE BOARD OF DIRECTORS

Name Title

979-297-4012

Area Code / Phone Number / Extension

979-297-3523

Area Code / FAX Number

jeff.barfield@fnblj.com

E-mail Address

N.A.

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

Signature of Holding Company Director and Official

Jeff Barfield

Date of Signature

7/27/19

For holding companies not registered with the SEC- Indicate status of Annual Report to Shareholders:
 is included with the FR Y-6 report
 will be sent under separate cover
 is not prepared

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0
In accordance with the General Instructions for this report (check only one),
1. a letter justifying this request is being provided along with the report
2. a letter justifying this request has been provided separately
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

For Federal Reserve Bank Use Only
RSSD ID _____
C.I. _____

N.A.

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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City State Zip Code

Physical Location (if different from mailing address)

**AUSTIN COLONY, INC. AND SUBSIDIARY
LAKE JACKSON, TEXAS**

CONSOLIDATED BALANCE SHEETS

**December 31, 2018 and
Comparative Statement for December 31, 2017**

	<u>12/31/18</u>	<u>12/31/17</u>
<u>ASSETS</u>		
Cash and Fed Funds Sold	\$31,646,012	\$42,142,669
Investment Securities, Book Value	216,607,067	204,872,199
Investment Securities, Market Value Adj.	(6,044,935)	(1,122,523)
Net Loans Receivable	22,707,975	23,670,665
Fixed Assets, Net of Depreciation	606,874	633,688
Accrued Interest Receivable	708,327	670,791
Other Real Estate	0	0
Other Assets	<u>650,323</u>	<u>222,245</u>
TOTAL ASSETS	<u>\$266,881,641</u>	<u>\$271,089,734</u>
<u>LIABILITIES & EQUITY</u>		
Deposits - Time	\$56,042,776	\$54,028,550
Deposits - Demand	190,350,450	191,979,892
Other Borrowed Funds	0	0
Accrued Interest Payable	184,894	108,964
Other Liabilities	<u>261,406</u>	<u>287,129</u>
TOTAL LIABILITIES	<u>246,839,525</u>	<u>246,404,535</u>
Common Stock	4,315,354	4,315,354
Treasury Stock	(3,165,934)	(3,165,934)
Retained Earnings	<u>24,937,631</u>	<u>24,658,302</u>
TOTAL EQUITY CAPITAL	<u>26,087,051</u>	<u>25,807,722</u>
Market Value Adjustment - AFS Securities	<u>(6,044,935)</u>	<u>(1,122,523)</u>
TOTAL CAPITAL	<u>20,042,116</u>	<u>24,685,199</u>
TOTAL LIABILITIES & CAPITAL	<u>\$266,881,641</u>	<u>\$271,089,734</u>

**AUSTIN COLONY, INC. AND SUBSIDIARY
LAKE JACKSON, TEXAS**

CONSOLIDATED INCOME STATEMENT

**December 31, 2018 and
Comparative Statement for December 31, 2017**

	<u>12/31/18</u>	<u>12/31/17</u>
INTEREST INCOME:		
Securities	\$5,316,428	\$4,855,947
Loans	1,217,399	1,172,437
Fed Funds Sold & Dividends	<u>571,814</u>	<u>367,343</u>
TOTAL INTEREST INCOME	<u>7,105,641</u>	<u>6,395,727</u>
INTEREST EXPENSE:		
Time Deposits	355,524	278,876
Demand Deposits	1,396,127	698,683
Other Borrowed Money	<u>461</u>	<u>0</u>
TOTAL INTEREST EXPENSE	<u>1,752,112</u>	<u>977,559</u>
NET INTEREST MARGIN	<u>5,353,529</u>	<u>5,418,168</u>
NON-INTEREST INCOME:		
Service Charges and Fees	175,677	166,817
Rent Income - Bank Building	269,020	234,165
Other Income	94,663	103,558
Gain (Loss) on Sale of Securities	<u>50,292</u>	<u>0</u>
TOTAL NON-INTEREST INCOME	<u>589,652</u>	<u>504,540</u>
NON-INTEREST EXPENSE:		
Salaries, Payroll Taxes, and Benefits	1,868,559	1,834,579
Occupancy Expense	465,466	441,165
Other Operating Expenses	683,347	685,706
OCC, FDIC & Audit Fees	236,480	239,698
Net Non-Operating Expenses (Income)	0	0
Provision for Loan Losses	<u>0</u>	<u>0</u>
TOTAL NON-INTEREST EXPENSE	<u>3,253,852</u>	<u>3,201,148</u>
NET INCOME	<u>\$2,689,329</u>	<u>\$2,721,560</u>

Reminder: A list of branches for your depository institution: FIRST NATIONAL BANK OF LAKE JACOBSON (ID: 50053) The depository institution is held by AUSTIN COLLIER, INC. (138023) of LAKE JACOBSON, TX. The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

Branches/Status and Verification Status

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Action

OK: If the branch information is correct, enter 'OK' in the Data Action column.
 Change: If the branch information is incorrect or incomplete, enter the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
 Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
 Delete: If a branch listed was never owned by the depository institution, enter 'Delete' in the Data Action column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this file, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Requirements

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are creating this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-30 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedule for each branch with a Data Action of Change, Open, Delete, or Add. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://f30online.federalreserve.gov>.

* FDIC, LHMWUM, Office Number, and ID_SSPD columns are for reference only. Verification of these values is not required.

Branch Status	Branch ID	Regular Status	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM	Office Number*	Head Office	Head Office ID	Comments
OK	50053	REGULAR	122 WEST WAY	LAKE JACOBSON	TX	77565	BRANDZONIA	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF LAKE JACOBSON	50053	
OK	50053	REGULAR	100 E HIGHWAY 232	BRANDZONIA	TX	77422	BRANDZONIA	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF LAKE JACOBSON	50053	

AUSTIN COLONY, INC.
FRY-6
DECEMBER 31, 2018

REPORT ITEM # 1 – ANNUAL REPORTS TO SHAREHOLDERS

Austin Colony, Inc. is not registered with the Securities and Exchange Commission and does not file Form 10-K. Enclosed is the company's annual report to shareholders for the year ended December 31, 2018.

REPORT ITEM # 2a – ORGANIZATION CHART (Neither entity has an LEI)

Austin Colony, Inc.
Lake Jackson, Texas
Incorporated in Texas

| owns 100%

First National Bank of Lake Jackson
Lake Jackson, Texas
Incorporated in Texas

REPORT ITEM # 2b – DOMESTIC BRANCH LISTING

First National Bank of Lake Jackson has two domestic branches, as follows:

1. Lake Jackson, TX
122 West Way, Lake Jackson, TX 77566
Brazoria County, USA
Branch Opening Date: July 1, 1982
Service Type: Full Service

2. Brazoria, TX
100 E. San Bernard, Brazoria, TX 77422
Brazoria County, USA
Branch Opening Date: August 1, 1991
Service Type: Full Service

REPORT ITEM # 3(1) – 5% SHAREHOLDERS OF AUSTIN COLONY, INC. at Year

End

- | | | | | |
|----|--------------------------------------|---------------|-----------|--------|
| 1) | <u>H. L. Baker, Jr. Family:</u> | <u>41.05%</u> | | |
| | H. L. Baker, Jr.
Lake Jackson, TX | USA | 5,791 sh. | 20.11% |

Sheri Barnhart Lake Jackson, TX	USA	4,390 sh.	15.24%
Sheri or John Barnhart, Jr. Lake Jackson, TX	USA	120 sh.	0.42%
John R. Barnhart III Trust, John Barnhart, Jr. and Sheri Barnhart, Trustees Lake Jackson, TX	USA	410 sh.	1.42%
Matthew Barnhart Trust, John Barnhart, Jr. and Sheri Barnhart, Trustees Lake Jackson, TX	USA	240 sh.	0.83%
Samantha Barnhart Trust, John Barnhart, Jr. and Sheri Barnhart, Trustees Lake Jackson, TX	USA	410 sh.	1.42%
Jo E. Baker Lake Jackson, TX	USA	25 sh.	0.09%
Margaret Baker Wimberley, TX	USA	240 sh.	0.83%
Robert or Lisa Ballard Lake Jackson, TX	USA	200 sh.	0.69%
2) <u>Monical Family:</u>			15.72%
Harold E. Monical Lake Jackson, TX	USA	1,906 sh.	6.62%
Marcus D. Monical Lake Jackson, TX 77566	USA	1,286 sh.	4.47%
Marty Lynn Monical Dunn Lake Jackson, TX	USA	1,086 sh.	3.77%
Harold E. Monical Jr. Lake Jackson, TX	USA	201 sh.	0.70%
Mr. or Mrs. Harold E. Monical Lake Jackson, TX	USA	45 sh.	0.16%
Penny Monical Daigle Lake Jackson, TX	USA	1 sh.	0.003%

	Tammi Monical Blevins Lake Jackson, TX	USA	1 sh.	0.003%
3)	Perry Mueller, Jr. Lake Jackson, TX	USA	2,854 sh.	9.91%
4)	James F. Brown Lake Jackson, TX	USA	1,760 sh.	6.11%

**REPORT ITEM #3(2) - 5% SHAREHOLDERS OF AUSTIN COLONY, INC. during
Fiscal Year**

None

REPORT ITEM #4 - INSIDERS (AUSTIN COLONY, INC.)

1. H. L. Baker, Jr.; Lake Jackson, TX; USA
2. Banker
- 3.a. President and Director of Austin Colony, Inc.
- 3.b. President and Director of First National Bank of Lake Jackson
- 3.c. None
- 4.a. Austin Colony, Inc.; Ownership % = 20.11%
- 4.b. None
- 4.c. None

1. Sheri Barnhart; Lake Jackson, TX; USA
2. Banker
- 3.a. Director of Austin Colony, Inc.
- 3.b. Senior Vice President of First National Bank of Lake Jackson
- 3.c. None
- 4.a. Austin Colony, Inc.; Ownership % = 15.24%
- 4.b. None
- 4.c. None

1. John Barnhart, Jr.; Lake Jackson, TX; USA
2. Counselor
- 3.a. Principal Securities Holder
- 3.b. None
- 3.c. Counselor, Church of Houston
- 4.a. Austin Colony, Inc.; Ownership % = 0.42%
- 4.b. None
- 4.c. None

1. John R. Barnhart III Trust, John Barnhart, Jr. and Sheri Barnhart, Trustees;
Lake Jackson, TX; USA
 2. N/A
 - 3.a. Principal Securities Holder
 - 3.b. None
 - 3.c. None
 - 4.a. Austin Colony, Inc.; Ownership % = 1.42%
 - 4.b. None
 - 4.c. None
-
1. Matthew Barnhart Trust, John Barnhart, Jr. and Sheri Barnhart, Trustees;
Lake Jackson, TX; USA
 2. N/A
 - 3.a. Principal Securities Holder
 - 3.b. None
 - 3.c. None
 - 4.a. Austin Colony, Inc.; Ownership % = 0.83%
 - 4.b. None
 - 4.c. None
-
1. Samantha Barnhart Trust, John Barnhart, Jr. and Sheri Barnhart, Trustees;
Lake Jackson, TX; USA
 2. N/A
 - 3.a. Principal Securities Holder
 - 3.b. None
 - 3.c. None
 - 4.a. Austin Colony, Inc.; Ownership % = 0.42%
 - 4.b. None
 - 4.c. None
-
1. Jo E. Baker; Lake Jackson, TX; USA
 2. N/A
 - 3.a. Principal Securities Holder
 - 3.b. None
 - 3.c. None
 - 4.a. Austin Colony, Inc.; Ownership % = 0.09%
 - 4.b. None
 - 4.c. None
-
1. Margaret Baker; Wimberley, TX; USA
 2. N/A
 - 3.a. Principal Securities Holder
 - 3.b. None
 - 3.c. None
 - 4.a. Austin Colony, Inc.; Ownership % = 0.83%
 - 4.b. & 4.c. None

1. Robert Ballard; Lake Jackson, TX; USA
2. Businessman
- 3.a. Principal Securities Holder
- 3.b. Director of First National Bank of Lake Jackson
- 3.c. President of Ballard Builders, Inc.
- 4.a. Austin Colony, Inc.; Ownership % = 0.69%
- 4.b. None
- 4.c. Ballard Builders, Inc. (100%)

1. Lisa Ballard; Lake Jackson, TX; USA
2. N/A
- 3.a. Principal Securities Holder
- 3.b. None
- 3.c. None
- 4.a. Austin Colony, Inc.; Ownership % = 0.69%
- 4.b. None
- 4.c. None

1. Harold E. Monical; Lake Jackson, TX; USA
2. N/A
- 3.a. Director of Austin Colony, Inc.
- 3.b. Director of First National Bank of Lake Jackson
- 3.c. None
- 4.a. Austin Colony, Inc.; Ownership % = 6.78%
- 4.b. None
- 4.c. None

1. Harold Monical, Jr.; Lake Jackson, TX; USA
2. Businessman
- 3.a. Director of Austin Colony, Inc.
- 3.b. Director of First National Bank of Lake Jackson
- 3.c. President of Monical & Rae Ltd.
- 4.a. Austin Colony, Inc.; Ownership % = 0.70%
- 4.b. None
- 4.c. None

1. Marcus Monical; Lake Jackson, TX; USA
2. Businessman
- 3.a. Director of Austin Colony, Inc.
- 3.b. Director of First National Bank of Lake Jackson
- 3.c. President of Monical & Rae Ltd.; President of Segera LLC; President of Endana Properties LLC
- 4.a. Austin Colony, Inc.; Ownership % = 4.47%
- 4.b. None
- 4.c. Segera, LLC (100%)

1. Marty Lynn Monical Dunn; Lake Jackson, TX; USA
2. N/A
- 3.a. Principal Securities Holder
- 3.b. None
- 4.a. Austin Colony, Inc.; Ownership % = 3.77%
- 4.b. None
- 4.c. None

1. Penny Monical Daigle
2. N/A
- 3.a. Principal Securities Holder
- 3.b. None
- 4.a. Austin Colony, Inc.; Ownership % = 0.003%
- 4.b. None
- 4.c. None

1. Tammi Monical Blevins
2. Accountant
- 3.a. Principal Securities Holder
- 3.b. None
- 3.c. Accountant, Associated Builders and Contractors Texas Gulf Coast
- 4.a. Austin Colony, Inc.; Ownership % = 0.003%
- 4.b. None
- 4.c. None

1. Jeff Barfield; Lake Jackson, TX
2. Banker
- 3.a. Director and Secretary/Treasurer of Austin Colony, Inc.
- 3.b. Director of First National Bank of Lake Jackson
- 3.c. None
- 4.a. Austin Colony, Inc.; Ownership % = 0.70%
- 4.b. None
- 4.c. None

1. James F. Brown; Lake Jackson, TX
2. Salesman
- 3.a. Director of Austin Colony, Inc.
- 3.b. Director of First National Bank of Lake Jackson
- 3.c. President of Freddie Brown Auto Sales, Inc.
- 4.a. Austin Colony, Inc.; Ownership % = 6.11%
- 4.b. None
- 4.c. Freddie Brown Auto Sales, Inc. (51%)