

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.

I, Stephen Bradley  
 Name of the Holding Company Director and Official  
President/Director  
 Title of the Holding Company Director and Official

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

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

[Signature]  
 Signature of Holding Company Director and Official  
3/27/19  
 Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:

is included with the FR Y-6 report  
 will be sent under separate cover  
 is not prepared

**For Federal Reserve Bank Use Only**

RSSD ID \_\_\_\_\_  
 C.I. \_\_\_\_\_

**Date of Report** (top-tier holding company's fiscal year-end):  
December 31, 2018  
 Month / Day / Year  
None  
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)  
 Reporter's Name, Street, and Mailing Address

Groesbeck Bancshares, Inc.  
 Legal Title of Holding Company  
P.O. Box 499  
 (Mailing Address of the Holding Company) Street / P.O. Box  
Groesbeck TX 76642  
 City State Zip Code  
121 S. Ellis Street, Groesbeck, TX 76642  
 Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:  
Terry Cearley President/CEO, FSB  
 Name Title  
254-729-3272  
 Area Code / Phone Number / Extension  
254-729-3581  
 Area Code / FAX Number  
terryc@fsbtexas.net  
 E-mail Address  
none  
 Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? .....  No  Yes

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."



**GROESBECK BANCSHARES, INC.**

**SCHEDULE I - FORM FRY-6 – ORGANIZATION CHART**

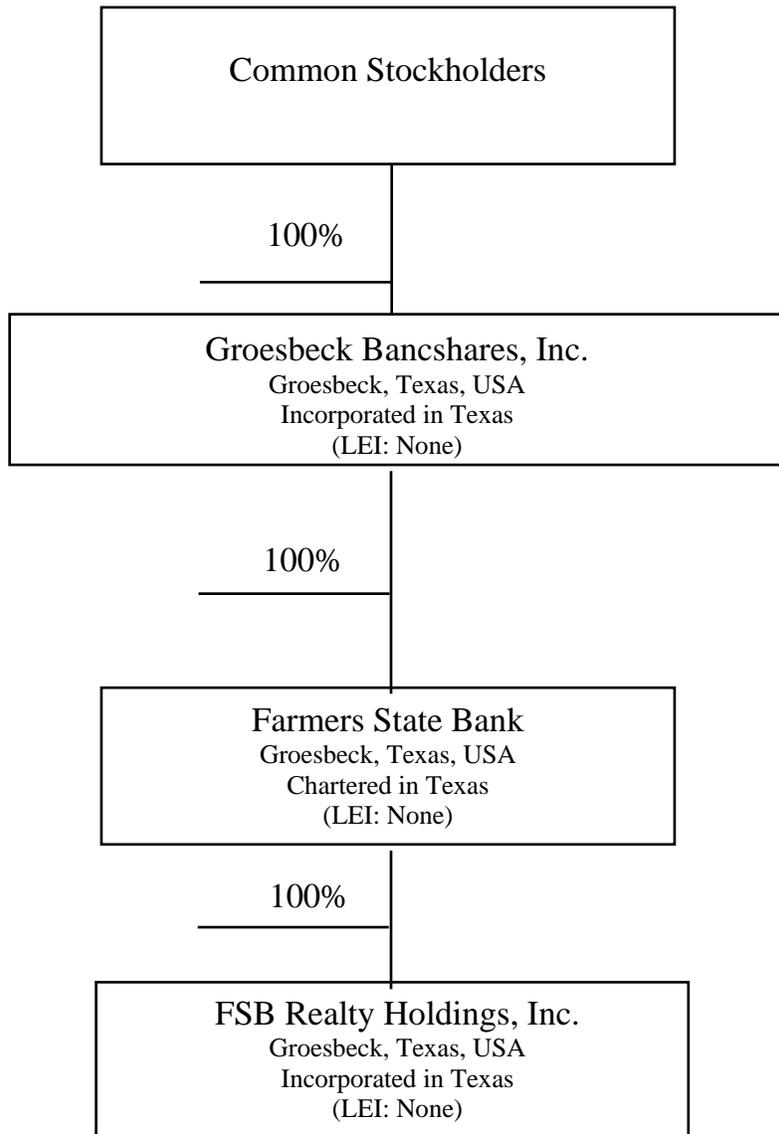
**YEAR ENDED DECEMBER 31, 2018**

**Report Item 1**

1: Groesbeck Bancshares, Inc. does not prepare an annual report to its shareholders.

**Report Item 2**

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank.

**GROESBECK BANCSHARES, INC.**  
**SCHEDULE II - FORM FRY-6 - SHAREHOLDERS**  
**YEAR ENDED DECEMBER 31, 2018**

NAMES AND ADDRESSES	COUNTRY OF CITIZENSHIP	NUMBER OF VOTING SHARES OWNED	PERCENT OF VOTING SHARES OWNED
Shareholders that directly or indirectly own, control or hold with power to vote 5% or more of the voting stock of Groesbeck Bancshares, Inc.:			
James L. Bradley, Sr. Bradley 2012 Irrevocable Trust James L. Bradley, Sr., Trustee Groesbeck, Texas USA	United States	810 300	12.32% 4.56%
The David & Carolyn Hughes Trust David Hughes, Trustee Groesbeck, Texas USA	United States	847	12.88%
Diana McBay Bradley Intervivos Trust Diana Bradley, Trustee Fairfield, Texas USA	United States	555	8.44%
Robert L. Fewell Groesbeck, Texas USA	United States	517	7.86%
James E. Fewell Groesbeck, Texas USA	United States	500	7.61%
Robin Bradley Wortham, Texas USA	United States	450	6.85%
Christopher Bradley Groesbeck, Texas USA	United States	400	6.08%
Jimmy Bradley Groesbeck, Texas USA	United States	400	6.08%
Brenda Hughes Groesbeck, Texas USA	United States	340	5.17%
The J. W. & S.J. Hughes Living Trust John William Hughes, Trustee Jewett, Texas USA	United States	214	3.26%
Donald R. Rand Groesbeck, Texas USA	United States	112	1.70%
Richard K. Rand Groesbeck, Texas USA	United States	112	1.70%
Douglas R. Rand Groesbeck, Texas USA	United States	98	1.49%
Brett Fewell Groesbeck, Texas USA	United States	37	0.56%

**GROESBECK BANCSHARES, INC.****SCHEDULE II - FORM FRY-6 - SHAREHOLDERS  
(Continued)  
YEAR ENDED DECEMBER 31, 2018**

<u>NAMES AND ADDRESSES</u>	<u>COUNTRY OF CITIZENSHIP</u>	<u>NUMBER OF VOTING SHARES OWNED</u>	<u>PERCENT OF VOTING SHARES OWNED</u>
Jimmy Fewell Grosbeck, Texas USA	United States	37	0.56%
June Fewell Stone Grosbeck, Texas USA	United States	37	0.56%
Sherrie Fewell McGilvray Grosbeck, Texas USA	United States	37	0.56%
Chris Rand Grosbeck, Texas USA	United States	15	0.23%

Shareholders not listed above that owned or controlled 5% or more of any class of voting securities in Groesbeck Bancshares, Inc., during the fiscal year ended December 31, 2018:

None

**GROESBECK BANCSHARES, INC.  
SCHEDULE III - FORM FRY-6 - DIRECTORS AND OFFICERS  
YEAR ENDED DECEMBER 31, 2018**

Director, Officer, Principal's Name, Address, and Principal Occupation	Organization	Title or Position	Percentage of Shares Owned Controlled, or Held With Power to Vote	
James L. Bradley, Sr. * Goesbeck, Texas USA Attorney- Retired Banker	Goesbeck Bancshares, Inc.	Principal Shareholder	16.88%	
	Subsidiaries - n/a	n/a	n/a	
	Bradley & Bradley, Attorneys	Owner	100%	Bradley & Bradley, Attorneys
	Circle J Ranch	Owner	100%	Circle J Ranch
	Freestone County Abstract	Owner	40%	Freestone County Abstract
James E. Fewell Goesbeck, Texas USA Rancher	Goesbeck Bancshares, Inc.	Director, Principal Shareholder	7.61%	
	Farmers State Bank - Goesbeck	Director	0%	
	James Cattle Co.	Owner	100%	James Cattle Co.
David K. Hughes ** Goesbeck, Texas USA Trader/Investor	Goesbeck Bancshares, Inc.	Chairman, Principal Shareholder	12.88%	
	Farmers State Bank - Goesbeck	Chairman	0%	
	Goesbeck Mini Storage	Owner	100%	Goesbeck Mini Storage
	Holloway, Jackson & Hughes	Partner	33.33%	Holloway, Jackson & Hughes
	Kyle's Trading Post	Owner	100%	Kyle's Trading Post
	Kyle's U-Haul	Owner	100%	Kyle's U-Haul
Dan Collins Goesbeck, Texas USA Retired Banker	Goesbeck Bancshares, Inc.	Director	0.38%	
	Farmers State Bank - Goesbeck	Director	0%	
	Other companies - n/a	n/a	n/a	
John L. Awalt Fairfield, Texas USA Real Estate Investor/Car Wash Owner	Goesbeck Bancshares, Inc.	Director	0.65%	
	Farmers State Bank - Goesbeck	Director	0%	
	Awalt Wholesale	Owner	60%	Awalt Wholesale
	JA & SA Management, LLC	Partner	60%	JA & SA Management, LLC
	J & S Awalt Realty LTD	Partner	60%	J & S Awalt Realty LTD

**GROESBECK BANCSHARES, INC.**

**SCHEDULE III - FORM FRY-6 - DIRECTORS AND OFFICERS**

(Continued)

YEAR ENDED DECEMBER 31, 2018

Director, Officer, Principal's Name, Address, and Principal Occupation	Organization	Title or Position	Percentage of Shares Owned Controlled, or Held With Power to Vote
Robin E. Bradley Wortham, Texas USA Homemaker	Groesbeck Bancshares, Inc. Subsidiaries - n/a Other companies - n/a	Principal Shareholder n/a n/a	6.85% 0% n/a
Rick Sadler Mexia, Texas USA CPA	Groesbeck Bancshares, Inc. Farmers State Bank - Groesbeck Rick Sadler, CPA	Director Director Sole Proprietor	0.65% 0% 100.00%
John W. Hughes *** Jewett, Texas USA Rancher	Groesbeck Bancshares, Inc. Farmers State Bank - Groesbeck Bill Hughes Cattle Co.	Director, Principal Shareholder Director Owner	3.26% 0% 100%
Stephen Bradley Groesbeck, Texas USA Rancher/Manager Livestock Auction	Groesbeck Bancshares, Inc. Farmers State Bank - Groesbeck Groesbeck Auction & Livestock	Director, President Director Partner	0% 0% 33%
Diana McBay Bradley Intervivos Trust Diana Bradley, Trustee Fairfield, Texas USA Homemaker	Groesbeck Bancshares, Inc. Subsidiaries - n/a Other companies - n/a	Principal Shareholder n/a n/a	8.44% n/a n/a
Jimmy Bradley Groesbeck, Texas USA Rancher	Groesbeck Bancshares, Inc. Farmers State Bank - Groesbeck Bradley's Circle J Cattle Services	Director, Principal Shareholder Director Sole Proprietor	6.08% 0% 50.00%
Christopher Bradley Groesbeck, Texas USA Cabinetmaker	Groesbeck Bancshares, Inc. Subsidiaries - n/a Bradley Woodworking	Principal Shareholder n/a Sole Proprietor	6.08% n/a 100%
			Rick Sadler, CPA
			Bill Hughes Cattle Co.
			Bradley's Circle J Cattle Services
			Bradley Woodworking

**GROESBECK BANCSHARES, INC.**

**SCHEDULE III - FORM FRY-6 - DIRECTORS AND OFFICERS**

(Continued)

YEAR ENDED DECEMBER 31, 2018

Director, Officer, Principal's Name, Address, and Principal Occupation	Organization	Title or Position	Percentage of Shares Owned Controlled, or Held With Power to Vote	
Brenda Hughes Groesbeck, Texas USA Rancher	Groesbeck Bancshares, Inc.	Principal Shareholder	5.17%	
	Subsidiaries - n/a	n/a	n/a	
	Other companies - n/a	n/a	n/a	
Robert L. Fewell Groesbeck, Texas USA Retired Farmer/Rancher	Groesbeck Bancshares, Inc.	Principal Shareholder	7.86%	
	Subsidiaries - n/a	n/a	n/a	
	Other companies - n/a	n/a	n/a	
Brett Fewell Groesbeck, Texas USA Energy Services Office Supervisor	Groesbeck Bancshares, Inc.	Director, Principal Shareholder	0.56%	
	Farmers State Bank - Groesbeck	Director	0%	
	Fewell Ranch	Owner	100.00%	Fewell Ranch
Jimmy Fewell Groesbeck, Texas USA Beverage Industry/Rancher	Groesbeck Bancshares, Inc.	Principal Shareholder	0.56%	
	Subsidiaries - n/a	n/a	n/a	
	Other companies - n/a	n/a	n/a	
June Fewell Stone Groesbeck, Texas USA Cosmetologist	Groesbeck Bancshares, Inc.	Principal Shareholder	0.56%	
	Subsidiaries - n/a	n/a	n/a	
	Shear Elegance	Sole Proprietor	100%	Shear Elegance

**GROESBECK BANCSHARES, INC.**

**SCHEDULE III - FORM FRY-6 - DIRECTORS AND OFFICERS**

**(Continued)**

**YEAR ENDED DECEMBER 31, 2018**

Director, Officer, Principal's Name, Address, and Principal Occupation	Organization	Title or Position	Percentage of Shares Owned Controlled, or Held With Power to Vote	
Sherrie Fewell McGilvray Groesbeck, Texas USA Banker	Groesbeck Bancshares, Inc.	Principal Shareholder	0.56%	
	Subsidiaries - n/a	n/a	n/a	
	BBVA Compass	Mortgage Banking Officer	n/a	
Chris Rand Groesbeck, Texas USA Optometrist	Groesbeck Bancshares, Inc.	Director	0.23%	
	Farmers State Bank - Groesbeck	Director	0%	
	Chris R. Rand O.D. P.A.	Owner	100%	Chris R. Rand O.D. P.A.
Terry Cearley Bryan, Texas USA Banker	Groesbeck Bancshares, Inc.	Director	0.00%	
	Farmers State Bank - Groesbeck	Director	0%	
	Other companies - n/a	n/a	n/a	

\* Note: The Percentage of Shares, Owned, Controlled, or Held with Power to Vote represents shares owned personally and controlled as Trustee of the Bradley 2012 Irrevocable Trust.

\*\* Note: The Percentage of Shares, Owned, Controlled, or Held with Power to Vote represents shares controlled as Trustee of The David & Carolyn Hughes Trust.

\*\*\* Note: The Percentage of Shares, Owned, Controlled, or Held with Power to Vote represents shares controlled as Trustee of The J. W. & S.J. Hughes Living Trust.

**Results:** A list of branches for your depository institution: **FARMERS STATE BANK (ID\_RSSD: 461058)**.

This depository institution is held by **GROESBECK BANCSHARES, INC. (1144228)** of **GROESBECK, TX**.

The data are as of **12/31/2018**. Data reflects information that was received and processed through **01/06/2019**.

**Reconciliation and Verification Steps**

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below

2. If required, enter the date in the **Effective Date** column

**Actions**

**OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.

**Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.

**Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.

**Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.

**Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

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

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	461058	FARMERS STATE BANK	121 S. ELLIS STREET	GROESBECK	TX	76642-0499	LIMESTONE	UNITED STATES	Not Required	Not Required	FARMERS STATE BANK	461058	
OK		Full Service	2850423	FAIRFIELD BRANCH	360 W COMMERCE	FAIRFIELD	TX	75840	FREESTONE	UNITED STATES	Not Required	Not Required	FARMERS STATE BANK	461058	
OK		Full Service	3835379	JEWETT BRANCH	523 SOUTH MAIN STREET	JEWETT	TX	75846-4605	LEON	UNITED STATES	Not Required	Not Required	FARMERS STATE BANK	461058	
OK		Full Service	3174984	KOSSE BRANCH	104 N NARCISSUS	KOSSE	TX	76653	LIMESTONE	UNITED STATES	Not Required	Not Required	FARMERS STATE BANK	461058	
OK		Full Service	2168089	MEXIA BRANCH	604 W MILAM	MEXIA	TX	76667	LIMESTONE	UNITED STATES	Not Required	Not Required	FARMERS STATE BANK	461058	
OK		Full Service	1831564	WORTHAM BRANCH	110 WEST MAIN STREET	WORTHAM	TX	76693	FREESTONE	UNITED STATES	Not Required	Not Required	FARMERS STATE BANK	461058	