

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, Kenneth L. Baker
 Name of the Holding Company Director and Official
Chairman
 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
03/12/2019
 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

Falcon Bancorporation, Inc.
 Legal Title of Holding Company
P.O. Box 100

(Mailing Address of the Holding Company) Street / P.O. Box
Memphis TX 79245
 City State Zip Code

501 W. Main St. Memphis, TX
 Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
David Davis CPA
 Name Title

580-323-6400
 Area Code / Phone Number / Extension

580-323-3705
 Area Code / FAX Number

ddavis@bankofhydro.com
 E-mail Address

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

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."

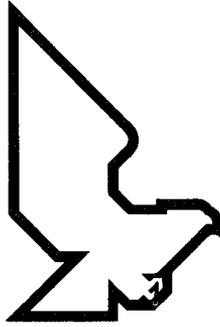
FALCON BANCORPORATION, INC.
Report Item 1 a

NOT APPLICABLE

FALCON BANCORPORATION, INC.

Report Item 1b

**Bank Holding Company
Financial Statements**



FALCON MANAGEMENT COMPANY

Post Office Box 906 • Clinton, Oklahoma 73601 • Telephone Area Code 580/323-6400

The Board of Directors
Falcon Bancorporation, Inc.
P.O. Box 109
Memphis, TX 79245

I have compiled the accompanying parent only balance sheets of Falcon Bancorporation, Inc. as of December 31, 2018 and 2017, and related statements of income, stockholders equity, and cash flow for the years then ended, in accordance with standards established by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

I am not independent as to Falcon Bancorporation, Inc.

March 8, 2019

A handwritten signature in black ink, appearing to read "Dennis R. B." with a stylized flourish at the end.

FALCON BANCORPORATION, INC.
(Parent Only)
Balance Sheets
December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
<u>ASSETS</u>		
Cash	\$ 1,759,997	\$ 1,344,331
Investment in First Bank & Trust	7,682,687	7,495,089
Goodwill (Net)	471,158	471,158
Other Assets	62,000	255,250
Total Assets	<u>\$ 9,975,842</u>	<u>\$ 9,565,828</u>
 <u>LIABILITIES AND STOCKHOLDERS EQUITY</u>		
Liabilities:		
Accrued Interest & Other Liabilities	\$ 5,899	\$ 6,661
Notes Payable	<u>2,062,000</u>	<u>2,062,000</u>
Total Liabilities	<u>2,067,899</u>	<u>2,068,661</u>
 Stockholders Equity:		
Common Stock, \$1 par value, 1,000,000 shares authorized, 26,300 shares outstanding	26,300	26,300
Surplus	453,750	453,750
Treasury Stock (450 Shares at Cost)	(85,481)	(85,481)
Unrealized Gain/(Loss) in Available for Sale Securities	-	1,114
Retained Earnings (Deficit)	<u>7,513,374</u>	<u>7,101,484</u>
Total Stockholders Equity	<u>\$ 7,907,943</u>	<u>\$ 7,497,167</u>
	<u>\$ 9,975,842</u>	<u>\$ 9,565,828</u>

See Accountant's Compilation Report

FALCON BANCORPORATION, INC.
(Parent Only)
Statements of Income
For the Years Ended December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Income:		
Equity in Undistributed Earnings/(Loss)		
in First Bank & Trust	\$ 188,711	\$ 231,138
Dividends	655,081	774,166
Other Income	24,827	58,410
	868,619	1,063,714
Expenses:		
Interest	-	-
Amortization	-	-
Other	109,729	134,573
	109,729	134,573
Income (Loss) before Income Taxes	758,890	929,141
Income Tax Benefit (Expense)	-	-
	-	-
Net Income (Loss)	\$ 758,890	\$ 929,141

See Accountant's Compilation Report

FALCON BANCORPORATION, INC.
(Parent Only)
Statements of Cash Flow
For the Years Ended December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Net Income (Loss) from Operating Activities		
Net Income (Loss)	\$ 758,890	\$ 929,141
Non-cash Expenses, Revenues, and Losses Included in Net Income:		
Amortization	0	0
Income from Subsidiary Not Affecting Funds	(843,792)	(1,005,304)
(Increase)/Decrease in Other Assets	193,249	54,523
Increase/(Decrease) in Accrued Interest and Other Liab.	(762)	16
Prior Year Adj. Of Subsidiary Retained Earnings Adjustments	0	0
	107,585	(21,624)
Cash Provided from Operations		
Cash Flow from Investing Activities		
Purchase of Treasury Stock	0	0
Cash Flow from Financing Activities		
Debt Increase/(Decrease)	0	0
Dividends Received	655,081	774,166
Dividends (Paid)	(347,000)	(440,000)
	415,666	312,542
Net Increase in Cash		
Cash and Cash Equivalents at Beginning of Year	1,344,331	1,031,789
Cash and Cash Equivalents at End of Year	\$ 1,759,997	\$ 1,344,331

See Accountant's Compilation Report

FALCON BANCORPORATION, INC.
(Parent Only)

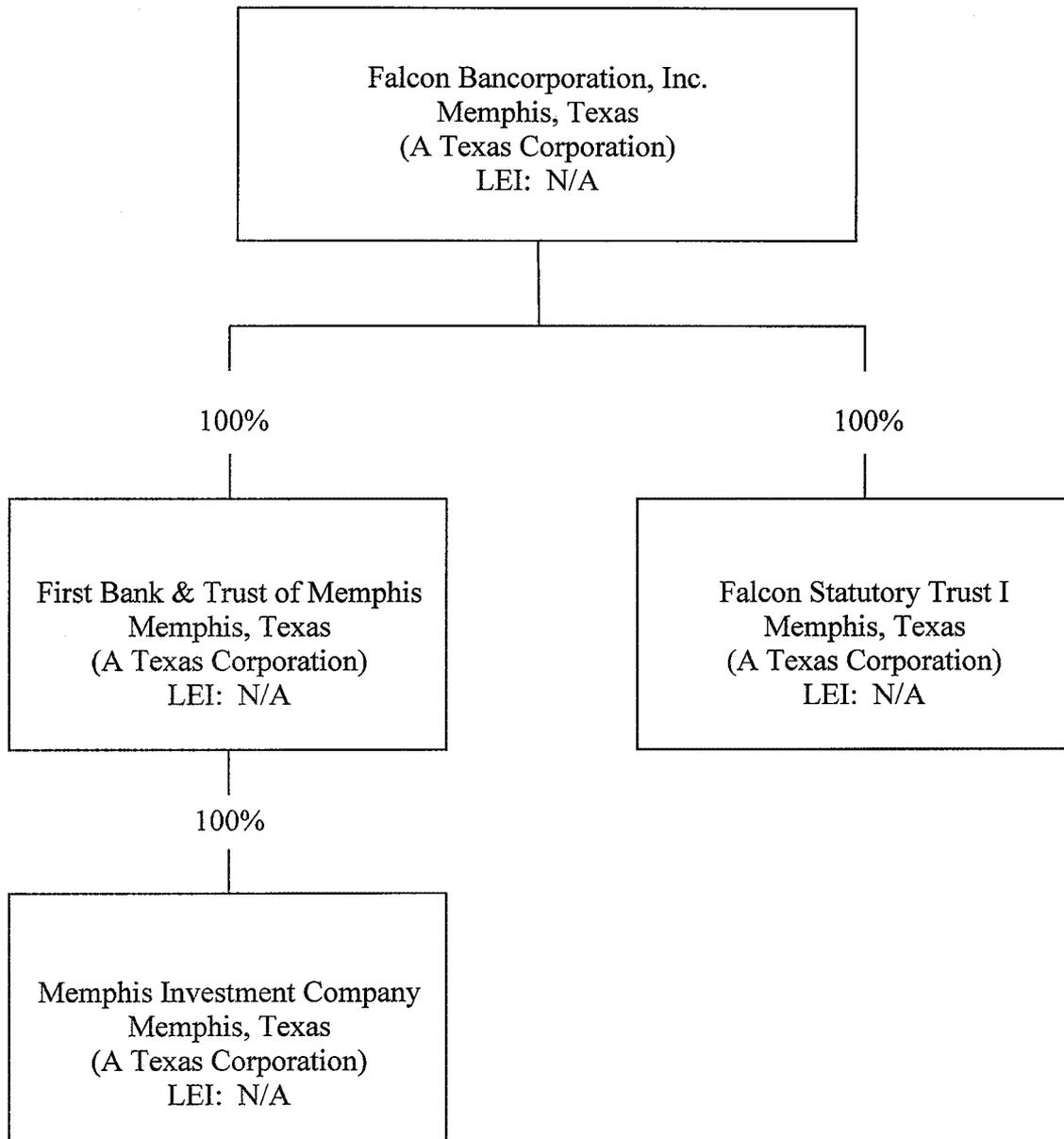
Statements of Changes in Stockholders Equity
For the Years Ended December 31, 2018 and 2017

	Common Stock	Surplus	Treasury Stock	Unreal. AFS Gain/(Loss)	Retained Earnings	Total
Balance, 12/31/2016	26,300	453,750	(85,481)	752	6,612,343	7,007,664
Net Income (Loss)	0	0	0	0	929,141	929,141
Prior Period Adjustment	0	0	0	0	0	0
Dividends Paid	0	0	0	0	(440,000)	(440,000)
Equity in Subsidiary						
AFS Gain/(Loss)	0	0	0	362	0	362
Balance, 12/31/2017	26,300	453,750	(85,481)	1,114	7,101,484	7,497,167
Net Income (Loss)	0	0	0	0	758,890	758,890
Prior Period Adjustment	0	0	0	0	0	0
Dividends Paid	0	0	0	0	(347,000)	(347,000)
Equity in Subsidiary						
AFS Gain/(Loss)	0	0	0	(1,114)	0	(1,114)
Balance, 12/31/2018	26,300	453,750	(85,481)	0	7,513,374	7,907,943

FALCON BANCORPORATION, INC.

Report Item 2(a)

Organization Chart at December 31, 2018



FALCON BANCORPORATION, INC.

Report Item 2 (b)

DOMESTIC BRANCH LISTING

Submitted via email on 02/22/2019

Results: A list of branches for your holding company: FALCON BANCORPORATION (1241211) of MEMPHIS, TX. The data are as of 12/31/2018. Data reflects information that was received and processed through 01/08/2019.

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 ID_RSSD*	Comments
OK		Full Service (Head Office)	373553	FIRST BANK AND TRUST OF MEMPHIS	501 MAIN ST	MEMPHIS	TX	79245	HALL	UNITED STATES	2157	0	0	373553
OK		Full Service	5306471	AMARILLO BRANCH	6900 WINTERSTATE 40, SUITE 125	AMARILLO	TX	79106	POTTER	UNITED STATES	Not Required	0	0	373553

FALCON BANCORPORATION, INC.

Report Item 3.1

List of BHC Shareholders

Name and Address (City & State/Country)	Country of Citizenship or Incorporation	Number of Shares Owned	Percentage of Ownership
Beaver Creek Trust, Shawn J. Grubb and, Kenneth L. Baker, Co-Trustees Clinton, OK	USA	21,369	82.67
Jimmy Fowler Memphis, TX	USA	1,315	5.09
Kathy Fowler Memphis, TX	USA	1,315	5.09

FALCON BANCORPORATION, INC.

Report Item 3.2

List all shareholders owning stock during the year but not at the end of the year.

NONE

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

Name: Beaver Creek Trust
Address: Clinton, Oklahoma
Principal Occupation: Trust
Citizenship: United States
Year of Formation: 2001

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Percentage Ownership</u>	<u>Position</u>
Falcon Bancorporation, Inc. - Holding Company Memphis, Texas	82.67	Principal Shareholder
First Bank & Trust of Memphis - Subsidiary Memphis, Texas	N/A	N/A
Falcon Statutory Trust I - Subsidiary Memphis, Texas	N/A	N/A

Affiliations - Other Companies & Businesses

Hydro Bancshares, Inc. - Holding Company Hydro, Oklahoma	99.33	Principal Shareholder
Bank of Hydro - Subsidiary Hydro, Oklahoma	N/A	N/A
Hydro Statutory Trust I - Subsidiary Hydro, Oklahoma	N/A	N/A
Rocky Financial Corporation - Holding Company Cordell, Oklahoma	100.00	Principal Shareholder
Bank of Cordell - Subsidiary Cordell, Oklahoma	N/A	N/A

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

Name: Kenneth L. Baker
Address: Clinton, Oklahoma
Principal Occupation: CPA
Citizenship: United States

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Percentage Ownership</u>	<u>Position</u>
Falcon Bancorporation, Inc. - Holding Company Memphis, Texas	N/A	Chairman Director Treasurer
First Bank & Trust of Memphis - Subsidiary Memphis, Texas	N/A	Chairman Director
Falcon Statutory Trust I Memphis, Texas	N/A	Trustee

Affiliations - Other Companies & Businesses

Beaver Creek Trust Clinton, Oklahoma	N/A	Co-Trustee
Hydro Bancshares, Inc. - Holding Company Hydro, Oklahoma	N/A	Chairman Director
Bank of Hydro - Subsidiary Hydro, Oklahoma	N/A	Chairman Director
Rocky Financial Corporation - Holding Company Cordell, Oklahoma	N/A	Chairman Director
Bank of Cordell - Subsidiary Cordell, Oklahoma	N/A	Chairman Director
Alltrip Corporation Clinton, Oklahoma	100.00	President

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

Name: Shawn J. Grubb
Address: Weatherford, Oklahoma
Principal Occupation: Banker
Citizenship: United States

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Percentage Ownership</u>	<u>Position</u>
Falcon Bancorporation, Inc. - Holding Company Memphis, Texas	N/A	Director
First Bank & Trust of Memphis - Subsidiary Memphis, Texas	N/A	Director

Affiliations - Other Companies & Businesses

Beaver Creek Trust Clinton, Oklahoma	N/A	Co-Trustee
Hydro Bancshares, Inc. - Holding Company Hydro, Oklahoma	N/A	Director
Bank of Hydro - Subsidiary Hydro, Oklahoma	N/A	Vice-Pres. Director
Rocky Financial Corporation - Holding Company Cordell, Oklahoma	N/A	Director
Bank of Cordell - Subsidiary Cordell, Oklahoma	N/A	Director

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

Name: Jimmy Fowler
Address: Memphis, Texas
Principal Occupation: Banker
Citizenship: United States

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Percentage Ownership</u>	<u>Position</u>
Falcon Bancorporation, Inc. - Holding Company Memphis, Texas	5.09	Vice-Chairman President Director
First Bank & Trust of Memphis - Subsidiary Memphis, Texas	N/A	Vice-Chairman President Director

Affiliations - Other Companies & Businesses

None

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

Name: Kathy Fowler

Address: Memphis, Texas

Principal Occupation: Insurance Agent

Citizenship: United States

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Percentage Ownership</u>	<u>Position</u>
Falcon Bancorporation, Inc. - Holding Company Memphis, Texas	5.09	N/A
First Bank & Trust of Memphis - Subsidiary Memphis, Texas	N/A	N/A

Affiliations - Other Companies & Businesses

First Altus Bancorp, Inc. - Holding Company Altus, Oklahoma	12.42	Director
First National Bank - Subsidiary Altus, Oklahoma	N/A	Director

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

Name: Bobbie Ariola

Address: Memphis, Texas

Principal Occupation: Banker

Citizenship: United States

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Percentage Ownership</u>	<u>Position</u>
Falcon Bancorporation, Inc. - Holding Company Memphis, Texas	N/A	Director
First Bank & Trust of Memphis - Subsidiary Memphis, Texas	N/A	Cashier Director

Affiliations - Other Companies & Businesses

None

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

Name: Ernie Cunningham
Address: Cordell, Oklahoma
Principal Occupation: Banker
Citizenship: United States

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Percentage Ownership</u>	<u>Position</u>
First Bank & Trust of Memphis - Subsidiary Memphis, Texas	N/A	Secretary Director

Affiliations - Other Companies & Businesses

Rocky Financial Corporation - Holding Company Cordell, Oklahoma	N/A	Pres./Tres. Director
Bank of Cordell - Subsidiary Cordell, Oklahoma	N/A	President Director

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

Name: Chris Jones

Address: Clinton, Oklahoma

Principal Occupation: Banker

Citizenship: United States

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Percentage Ownership</u>	<u>Position</u>
First Bank & Trust of Memphis - Subsidiary Memphis, Texas	N/A	Director

Affiliations - Other Companies & Businesses

Bank of Cordell - Subsidiary Cordell, Oklahoma	N/A	Vice-President Director
Clinton Properties LLC Clinton, Oklahoma	N/A	Member