

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

Murphy-Payne Investments, Ltd.

Legal Title of Holding Company

PO Box 342

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

Carthage TX 75633

City State Zip Code

102 East Sabine Street #2, Carthage, TX 75633

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jameson Ritter Controller

Name Title

903-693-6606

Area Code / Phone Number / Extension

903-693-6241

Area Code / FAX Number

jbritter@fsbcarthage.com

E-mail Address

N/A

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

I, **David Murphy**

Name of the Holding Company Director and Official

General Partner

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 of Holding Company Director and Official

03/19/2019

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. _____

Is confidential treatment requested for any portion of this report submission?	0=No 1=Yes	<input type="checkbox"/> <input checked="" type="checkbox"/>
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 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.

Carthage State Bancshares, Inc.

Legal Title of Subsidiary Holding Company

PO Box 579

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

Carthage TX 75633
City State Zip Code

110 W Panola St, Carthage, TX 75633

Physical Location (if different from mailing address)

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

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

City State Zip Code

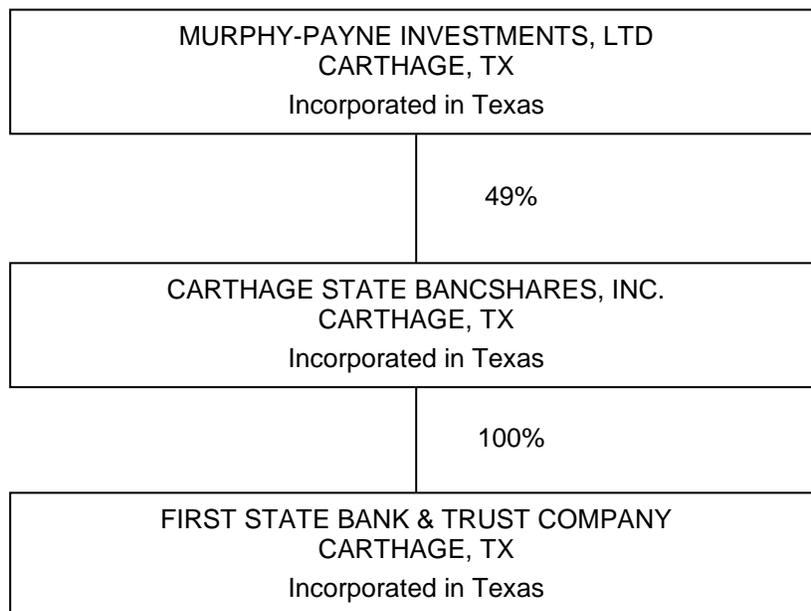
Physical Location (if different from mailing address)

Form FR Y-6
Murphy-Payne Investments, Ltd.
Carthage, Texas
Fiscal Year Ending December 31, 2018

Report Item

1: The bank holding company does not prepare an annual report for its shareholders.

2a: Organizational Chart



No entity in the organization chart has an LEI.

2b: Submitted via email on March 18, 2019.

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Murphy-Payne Investments, Ltd. Fiscal Year Ending December 31, 2018

Report Item 3: Partners in Partnership

(1)(a)(b)(c) and (2)(a)(b)(c)

Current partners having a 5% or more interest with ownership, control or holding of 5% or more with power to vote as of 12-31-2018:

(1)(a) Name & Address (City, State/Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Percentage of Interest Owned
Thomas F. Murphy Carthage, TX	USA	29.6474%
John F. Murphy Carthage, TX	USA	29.6474%
David B. Murphy Carthage, TX	USA	29.6474%
Foster E. Murphy Carthage, TX	USA	5.5289%
Mary F. Murphy Carthage, TX	USA	5.5289%

Partners not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2018:

None

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Carthage State Bancshares, Inc. Fiscal Year Ending December 31, 2018

Report Item 3: Shareholders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current shareholders having a 5% or more interest with ownership, control or holding of 5% or more with power to vote as of 12-31-2018:

(1)(a) Name & Address (City, State/Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Percentage of Interest Owned
Murphy-Payne Investments, Ltd. Carthage, TX	USA	11,412 Shares – 49.50%
Susan Riggs Hill Waco, TX	USA	1,440 Shares – 6.25%
Sarah Jane Riggs Shreveport, LA	USA	1,440 Shares – 6.25%

Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2018:

None

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Murphy-Payne Investments, Ltd. Fiscal Year Ending December 31, 2018

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names City, State/ Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Interest in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies(includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Thomas F. Murphy Carthage, TX	Banker	General Partner	None	General Partner, Murphy Bros. Part.	29.6474%	None	Murphy Bros. Part. 33.33%
John F. Murphy Carthage, TX	Land Architect	General Partner	None	General Partner, Murphy Bros. Part.; Owner, Site Integration Studio, LLC	29.6474%	None	Murphy Bros. Part. 33.33%; Site Integration Studio, LLC 100.00%
David B. Murphy Carthage, TX	Banker	General Partner	Director, Carthage State Bancshares; Director & Exec VP, First State Bank & Trust Company	General Partner, Murphy Bros. Part.	29.6474%	None	Murphy Bros. Part. 33.33%
Foster E. Murphy Carthage, TX	Investments	Limited Partner	Director, Carthage State Bancshares; Director, First State Bank & Trust Company	N/A	5.5289%	None	None
Mary F. Murphy Carthage, TX	Investments	Limited Partner	None	N/A	5.5289%	None	None

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Carthage State Bancshares, Inc. Fiscal Year Ending December 31, 2018

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Interest in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies(includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Murphy-Payne Investments, Ltd. Carthage, TX	N/A	Shareholder	N/A	N/A	49.50%	None	None
Jimmy D. Payne Carthage, TX	N/A	Director & President	Director & Chairman & CEO, First State Bank & Trust Company	N/A	1.85%	None	None
M. Kevin Smith Carthage, TX	N/A	Director & Secretary/Treasurer	Director & CFO, First State Bank & Trust Company	N/A	0.17%	None	None
J. R. Duke Carthage, TX	N/A	Director	Director, First State Bank & Trust Company	Limited Partner, JEDCO, Ltd.	0.00%	None	JEDCO, Ltd. 45.34%
Lynn C. Vincent Carthage, TX	N/A	Director	Director, First State Bank & Trust Company	N/A	2.73%	None	None
Foster E. Murphy Carthage, TX	Investments	Director	Director, First State Bank & Trust Company	N/A	0.00%	None	None

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Carthage State Bancshares, Inc. Fiscal Year Ending December 31, 2018

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names City, State/ Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Interest in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies(includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
David B. Murphy Carthage, TX	N/A	Director	Director & Exec VP, First State Bank & Trust Company	General Partner, Murphy Bros. Part.	0.00%	None	Murphy Bros. Part. 33.33%
C. Gene Giles Carthage, TX	N/A	Director	Director & President, First State Bank & Trust Company	N/A	0.39%	None	None
Susan Riggs Hill Waco, TX	N/A	Shareholder	N/A	N/A	6.25%	None	None
Sarah Jane Riggs Shreveport, LA	N/A	Shareholder	N/A	N/A	6.25%	None	None

Results: A list of branches for your depository institution: **FIRST STATE BANK AND TRUST COMPANY (ID_RSSD: 1012251).**

This depository institution is held by **MURPHY-PAYNE INVESTMENTS, LTD. (2904960) of CARTHAGE, 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)	1012251	FIRST STATE BANK AND TRUST COMPANY	110 WEST PANOLA STREET	CARTHAGE	TX	75633-2632	PANOLA	UNITED STATES	Not Required	Not Required	FIRST STATE BANK AND TRUST COMPANY	1012251	

Results: A list of branches for your depository institution: **FIRST STATE BANK AND TRUST COMPANY (ID_RSSD: 1012251).**

This depository institution is held by **CARTHAGE STATE BANCSHARES, INC. (2767512) of CARTHAGE, 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

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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.

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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)	1012251	FIRST STATE BANK AND TRUST COMPANY	110 WEST PANOLA STREET	CARTHAGE	TX	75633-2632	PANOLA	UNITED STATES	Not Required	Not Required	FIRST STATE BANK AND TRUST COMPANY	1012251	