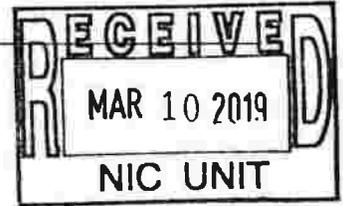


Board of Governors of the Federal Reserve System



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, Robert Upchurch

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.

Bedias Financial Corp.

Legal Title of Holding Company

P.O. Box 99

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

Bedias TX 77831

City State Zip Code

22201 Highway 90 North

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Steve Wharram

CPA

Name

Title

817-641-2274

Area Code / Phone Number / Extension

817-641-2474

Area Code / FAX Number

steve@gwccopc.com

E-mail Address

http://bediasbank.com

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

Signature of Holding Company Director and Official

Robert Upchurch

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 30169482  
 C.I. \_\_\_\_\_

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 ...

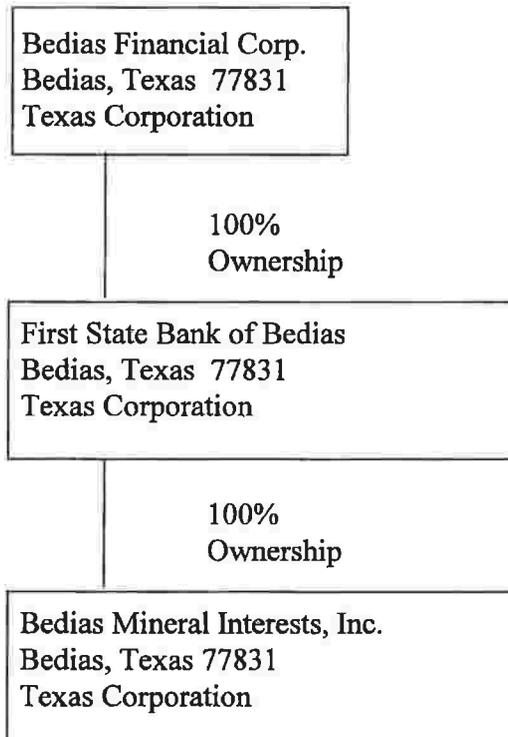
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

**FEDERAL RESERVE BANK OF DALLAS  
ANNUAL REPORT OF BANK HOLDING COMPANIES FR Y-6  
BEDIAS FINANCIAL CORP.  
Fiscal Year Ending December 31, 2018**

**Report Item 1: Annual reports to shareholders**

None

**Report Item 2(a): Organization Chart**



No entity has a LEI number.

**Report Item 2(b): Domestic Branch Listing**

Sent to Federal Reserve Bank 02/6/2019

**Recall:** A list of branches for your holding company: BEDIAS FINANCIAL CORPORATION (3069482) of BEDIAS, TX. The data are as of 12/31/2018. Data reflects information that was received and processed through 01/05/2019

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

Data Action	Effective Date	Branch Service Type	Branch ID	BSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC LINIUM*	Office Number*	Head Office	Head Office ID	BSSD*	Comments
OK		Full Service (Head Office)	88352		FIRST STATE BANK OF BEDIAS	27201 HIGHWAY 90 NORTH	BEDIAS	TX	77831	GRIMES	UNITED STATES	Not Required	Not Required	FIRST STATE BANK OF BEDIAS	88352		
OK		Full Service	3670271		KURTEN BRANCH	12300 E HIGHWAY 21	KURTEN	TX	77862	BRAZOS	UNITED STATES	Not Required	Not Required	FIRST STATE BANK OF BEDIAS	88352		

**FEDERAL RESERVE BANK OF DALLAS  
ANNUAL REPORT OF BANK HOLDING COMPANIES FR Y-6  
BEDIAS FINANCIAL CORP.  
Fiscal Year Ending December 31, 2018**

**Report Item 3(1): Securities holders**

<b>(1)(a) Name and Address</b>	<b>(1)(b) Country</b>	<b>(1)(c) Number of Common Shares and Percentage Ownership of Bedias Financial Corp.</b>
Robert Upchurch, III Bedias, Texas	USA	460 17.5%
Robert E. L. Upchurch Family Trust Trustees: Robert Upchurch, III Mary C. Barousse Bedias, Texas	USA	1368 51.9%
Mary C. Barousse Montgomery, Texas	USA	468 17.8%
Kathryn D. Upchurch Estate Executor: Robert Upchurch, III Bedias, Texas	USA	255 9.7%

**Report Item 3(2): Securities holders of 5% or more not listed in Report Item 3(1)**

None

**FEDERAL RESERVE BANK OF DALLAS  
ANNUAL REPORT OF BANK HOLDING COMPANIES FR Y-6  
BEDIAS FINANCIAL CORP.  
Fiscal Year Ending December, 31, 2018**

**Report Item 4: Insiders**

(1) Name, City, State Country	(2) Principal Occupation	(3)(a) Title/Position with Bedias Financial Corp.	(3)(b) Title/Position w/Subsidiaries (Sub Name)	(3)(c) Title/Position w/Other Businesses	(4)(a) Number of Common Shares and Percentage Ownership of Bedias Financial Corp.	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of other Companies w/25% or more Voting Securities
Robert Upchurch, III Bedias, TX USA	Banking	Pres/Sec/CEO/COB	CEO/COB (First State Bank) Pres/Sec/CEO/COB (Bedias Mineral)	N/A	460 17.5%	None	N/A
Mary C. Barousse Montgomery, TX USA	Teaching	Director	Sec/Director (First State Bank)	N/A	468 17.8%	None	N/A
Denise Upchurch Bedias, TX USA	N/A	Director	Director (First State Bank) (Bedias Mineral)	N/A	-0- 0.0%	None	N/A
Kathryn D. Upchurch Estate Executor: Robert Upchurch, III Bedias, TX USA	Investments	N/A	N/A	N/A	255 9.7%	None	N/A
John Barousse Montgomery, TX USA	Real Estate	Director	Director (First State Bank)	N/A	-0- 0.0%	None	N/A
Robert E. L. Upchurch Family Trust Trustees: Robert Upchurch, III Mary C. Barousse Bedias, TX USA	Investments	N/A	N/A	N/A	1368 51.9%	None	N/A
Jason Gooch Bedias, TX USA	Banking	Director	President/Director (First State Bank) Director (Bedias Mineral)	N/A	-0- 0.0%	None	N/A