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. §§ 310A(a) and 310B(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, 616, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5469(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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.

1. Greg Wyatt
   Name of the Holding Company Director and Officer

Director, Sec/Treas
Title of the Holding Company Director and Officer

NOTE: 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 Officer
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-9 report
☐ will be sent under separate cover
☐ is prepared

For Federal Reserve Bank Use Only

RSSID ID
C.I.

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 any foreign banking organization that does not meet the requirement 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 details 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.

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

Month / Day / Year

Reportor's Legal Entity Identifier (LEI) (20-character LEI Code)
none

Reportor's Name, Street, and Mailing Address

Brownsoh Bancshares, Inc
Legal Title of Holding Company

P.O. Box 405
Street and P.O. Box

Brownsoh, TX 75756
City
State
Zip Code

Physical Location (if different from mailing address)
14225 State Hwy 31 E

Person to whom questions about this report should be directed:

Greg Wyatt
Sec/Treas

Name
Title

Area Code / Phone Number / Extension
0038528911
0038527567

Area Code / FAX Number
gwyatt@fisbbrownsoh.com
E-mail Address
none

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

Is confidential treatment requested for any portion of this report submission? ☐
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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.00 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding the burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7000-0297), Washington, DC 20503.
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

12/2012
No entity listed above has a Legal Entity Identifier number.
Results: A list of branches for your depository institution. FIRST STATE BANK OF BROWNSBORO (ID_RSSD: 229454).
This depository institution is held by BROWNSBORO BANCSHARES, INC. (3305651) of BROWNSBORO, 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 UNNUMBER, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>ok</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>229454</td>
<td>FIRST STATE BANK OF BROWNSBORO</td>
<td>14225 STATE HIGHWAY 31 E</td>
<td>BROWNSBORO</td>
<td>TX</td>
<td>75756</td>
</tr>
<tr>
<td>ok</td>
<td></td>
<td>Full Service</td>
<td>3540875</td>
<td>ATHENS BRANCH</td>
<td>609 SOUTH PALESTINE STREET</td>
<td>ATHENS</td>
<td>TX</td>
<td>75751</td>
</tr>
<tr>
<td>ok</td>
<td></td>
<td>Full Service</td>
<td>3540888</td>
<td>MURCHISON BRANCH</td>
<td>6465 STATE HIGHWAY 31 EAST</td>
<td>MURCHISON</td>
<td>TX</td>
<td>75778</td>
</tr>
<tr>
<td>County</td>
<td>Country</td>
<td>FDIC UNINUM*</td>
<td>Office Number*</td>
<td>Head Office</td>
<td>Head Office ID_RSSD*</td>
<td>Comments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>----------</td>
<td>---------------</td>
<td>--------------</td>
<td>----------------</td>
<td>------------------------------</td>
<td>----------------------</td>
<td>----------</td>
<td></td>
<td></td>
</tr>
<tr>
<td>HENDERSON</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FIRST STATE BANK OF BROWNSBORO</td>
<td>229454</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>HENDERSON</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FIRST STATE BANK OF BROWNSBORO</td>
<td>229454</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>HENDERSON</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FIRST STATE BANK OF BROWNSBORO</td>
<td>229454</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
FORM FR Y-6
BROWNSBORO BANCSHARES INC
FISCAL YEAR ENDED 31 DECEMBER 2018

REPORT ITEM 3: SHAREHOLDERS

CURRENT SHAREHOLDERS WITH OWNERSHIP CONTROL OR HOLDINGS OF 5% OR MORE WITH POWER TO VOTE AS OF 12/31/2018

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Citizenship</th>
<th>Number/% Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jeff Fulgham</td>
<td></td>
<td>USA</td>
<td>177,600/60% common stock</td>
</tr>
<tr>
<td></td>
<td>Brownsboro, TX</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Swan Fulgham</td>
<td></td>
<td>USA</td>
<td>66,800/22.5% common stock</td>
</tr>
<tr>
<td></td>
<td>Brownsboro, TX</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Joe B Fulgham Jr</td>
<td></td>
<td>USA</td>
<td>33,000/11.2% common stock</td>
</tr>
<tr>
<td></td>
<td>Brownsboro, TX</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

SHAREHOLDERS NOT LISTED IN 3(1) A THAT HAD OWNERSHIP/CONTROL/OR HOLDINGS OF 5% OR MORE WITH POWER TO VOTE DURING THE FISCAL YEAR ENDING 12/31/2018

NONE

300,000 shares authorized/ 295,800 issued
<table>
<thead>
<tr>
<th>NAME</th>
<th>PRINCIPAL OCCUPATION</th>
<th>TITLE POSITION W/ OTHER THAN BHC</th>
<th>TITLE POSITION W/ SUBS</th>
<th>TITLE POSITION W/Other Businesses</th>
<th>% OF VOTING SHARES</th>
<th>% VOTING SHARES IN BHC</th>
<th>% VOTING SHARES IN SUBS</th>
<th>NAMES OF OTHER</th>
</tr>
</thead>
<tbody>
<tr>
<td>JEFF FULGHAM SR</td>
<td>NONE</td>
<td>DENTIST</td>
<td>PRINCIPAL SHAREHOLDER</td>
<td>NONE</td>
<td>11.20%</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>BROWNSBORO, TX</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SWAN FULGHAM</td>
<td>NONE</td>
<td>DENTIST</td>
<td>PRINCIPAL SHAREHOLDER</td>
<td>NONE</td>
<td>22.60%</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>BROWNSBORO, TX</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>JOE B FULGHAM JR</td>
<td>DENTIST</td>
<td>PRINCIPAL SHAREHOLDER</td>
<td></td>
<td>NONE</td>
<td>11.20%</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>BROWNSBORO, TX</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>GREG WYATT</td>
<td>NONE</td>
<td>DENTIST</td>
<td>PRINCIPAL SHAREHOLDER</td>
<td>NONE</td>
<td>0.13%</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>BROWNSBORO, TX</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>MARVIN HOLCOMB</td>
<td>NONE</td>
<td>DENTIST</td>
<td>PRINCIPAL SHAREHOLDER</td>
<td>NONE</td>
<td>0.50%</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>LARUE, TX</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>JAMES WISE</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**DIR:** DIRECTOR
**COB:** CHAIRMAN OF THE BOARD
**FSB:** FIRST STATE BANK OF BROWNSBORO