

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, **Dan C. Frank III**

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

3-21-19

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

n/a

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

FNB Holding Co.

Legal Title of Holding Company

1000 W. Dickinson

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

Fort Stockton

TX

79735

City

State

Zip Code

n/a

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Dionicia P. Chavez

Cashier

Name

Title

432-336-8541 x-254

Area Code / Phone Number / Extension

432-336-6404

Area Code / FAX Number

dchavez@fnbst.net

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."

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.

<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p>
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Minutes

Annual Shareholders Meeting 2018 FNB Holding Company & First National Bank of Fort Stockton

The annual meeting of the shareholders of the FNB Holding Company and the First National Bank of Fort Stockton was held in the bank's offices at 1:00 p.m. on March 22, 2018. Stockholders present: Dan Frank, Bob Gray, D.A. Harral, Delmon Hodges, Robert Sadler, Zane Rhyne, Conoly Brooks and Loyd "Snap" Woodward.

Chairman Sadler named Dionicia Chavez to serve as secretary for the meeting, and **D.A. Harral** and **Fermin Venegas** to serve as election Judges, and recognized **Bob Gray** and **Conoly Brooks** as voters of the shares by proxy.

Chairman Sadler noted that 15,351 or 85% of the FNB Holding Company's 18,000 shares were represented-9,738 by proxy, 1457 in person and Dan Frank exercising 4,156 shares held by FNB Holding Company as President of said company. 100% of the 18,000 shares of First National Bank were present and voted by the holding company's chairman, Bob Sadler.

The meeting was called to order.

The number of directors for 2018 for both FNB Holding Company and First National Bank was set to 9, on a motion by **Conoly Brooks** and a second by **D.A. Harral**.

On a motion by **D.A. Harral**, and a second by **Delmon Hodges**, the following were nominated to serve as directors: Conoly Brooks, Fermin Venegas, Dan Frank, Bob Gray, D.A. Harral, Delmon Hodges, Robert Sadler, Martin Winkler and Zane Rhyne.

Dan Frank presented the 2017 Stockholders meeting minutes for FNB Holding Company and First National Bank of Fort Stockton. The report was accepted on a motion by **D.A. Harral** and a second by **Delmon Hodges**.

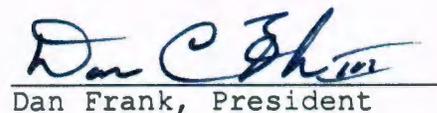
Dan Frank presented the financial report for FNB Holding Company & First National Bank for the year ended December 31, 2017. The report was accepted on a motion by **Bob Gray**, and a second by **D.A. Harral**.

All actions of the bank's officers and directors during 2017 were ratified, and the 2019 Stockholders Meeting was set for March 28, 2019 at 1:00 p.m. on a motion by **Dan Frank**, and a second by **Delmon Hodges**.

There being no further business, the meeting was adjourned on a motion by **Delmon Hodges**, and a second by **Dan Frank**.

Respectfully submitted,


Dionicia P. Chavez, Secretary


Dan Frank, President

FNB HOLDING COMPANY ANNUAL SHAREHOLDER REPORT

March 28, 2019

Stockholder
FNB Holding Company
The Parent Company of First National Bank of Fort Stockton

Re: 2018 Stockholders' Report

Dear Stockholder:

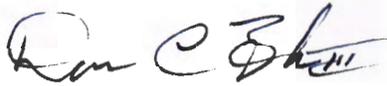
I am proud to report 2018 was a very profitable year for First National Bank and FNB Holding Company. This past year saw the sale of the branch building in Jarrell, TX, as well as continued growth in our West Texas markets. We were very proud to celebrate 60 years of serving West Texas at our anniversary celebration in October.

The bank finished the year with a total asset size of \$130,972,784, and achieved a profit of \$1,370,475. This resulted in a Return on Equity (ROE) of 11.42% and a Return on Average Assets (ROA) of 1.10%.

The Permian Basin continues to see outstanding growth and development. This provides many opportunities, as well as challenges. Our focus for 2019 will be maintaining our current relationships and credit quality, while not putting undue stress on the bank's capital levels. Additionally, the board has put a focus on increasing loan loss reserves, in order to be well positioned to handle any future downturns that may come our way.

The officers and directors of the bank and the holding company are grateful for your support and look forward to serving you, as well as our customers. We look forward to a bright future ahead.

Sincerely,



Dan C. Frank, III
President/CEO

DCF:df

FNB HOLDING COMPANY AND SUBSIDIARY
Fort Stockton, Texas

CONSOLIDATED BALANCE SHEETS

<u>ASSETS</u>	December 31,	
	<u>2018</u>	<u>2017</u>
Cash and due from banks	\$ 4,338,359	\$ 8,769,414
Securities available-for-sale	49,761,059	43,323,827
Loans receivable, net of allowance for loan losses of \$1,291,447 in 2018 and \$1,019,196 in 2017	72,119,004	62,103,602
Accrued interest receivable	650,804	563,688
Premises and equipment, net	2,169,262	2,972,493
Other assets	889,670	648,184
Goodwill and other intangibles	<u>1,044,626</u>	<u>1,184,167</u>
TOTAL ASSETS	\$ <u>130,972,784</u>	\$ <u>119,565,375</u>

<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>	<u>December 31,</u>	
	<u>2018</u>	<u>2017</u>
LIABILITIES:		
Deposits		
Non-interest bearing	\$ 52,848,703	\$ 50,985,109
Interest bearing	<u>62,949,741</u>	<u>55,889,221</u>
Total Deposits	<u>115,798,444</u>	<u>106,874,330</u>
Accrued expenses and other liabilities	194,752	122,826
Short-term borrowing	2,500,000	-
Long-term debt	<u>3,500,000</u>	<u>3,500,000</u>
Total Liabilities	<u>121,993,196</u>	<u>110,497,156</u>
STOCKHOLDERS' EQUITY:		
Common stock - \$1 par value per share; 18,000 shares authorized and issued; 13,854 and 13,844 shares outstanding for 2018 and 2017, respectively	18,000	18,000
Surplus	1,422,000	1,422,000
Treasury stock (4,146 and 4,156 shares, at cost, at 2018 and 2017, respectively)	(2,008,127)	(2,014,690)
Retained earnings	10,890,416	10,134,565
Accumulated other comprehensive loss	<u>(1,342,701)</u>	<u>(491,656)</u>
Total Stockholders' Equity	<u>8,979,588</u>	<u>9,068,219</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 130,972,784</u>	<u>\$ 119,565,375</u>

FNB HOLDING COMPANY AND SUBSIDIARY
Fort Stockton, Texas

CONSOLIDATED STATEMENTS OF INCOME

	Year Ended December 31,	
	2018	2017
INTEREST INCOME:		
Loans receivable	\$ 3,514,729	\$ 3,033,487
Securities available-for-sale	1,130,914	1,000,172
Other interest income	74,150	45,612
Total Interest Income	4,719,793	4,079,271
INTEREST EXPENSE:		
Deposits	265,247	194,905
Interest on debt instruments	231,044	157,985
NET INTEREST INCOME	4,223,502	3,726,381
Provision for loan losses	300,000	272,044
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	3,923,502	3,454,337
NON-INTEREST INCOME:		
Service charges on deposit accounts	564,311	542,863
Other service charges and fees	891,813	711,665
Other income	45,805	186,993
Total Non-Interest Income	1,501,929	1,441,521
NON-INTEREST EXPENSES:		
Salaries and employee benefits	1,892,219	1,817,007
Occupancy expense	558,558	592,930
Regulatory fees and assessments	94,861	99,754
Other expenses	1,741,650	1,439,762
Total Non-Interest Expenses	4,287,288	3,949,453
NET INCOME	\$ 1,138,143	\$ 946,405

FNB HOLDING COMPANY AND SUBSIDIARY
Fort Stockton, Texas

CONSOLIDATING STATEMENT OF INCOME

Year Ended December 31, 2018

	<u>FNB Holding Company</u>	<u>First National Bank of Fort Stockton</u>
INTEREST INCOME:		
Loans receivable	\$	\$ 3,514,729
Securities available-for-sale		1,130,914
Other interest income		74,150
Total Interest Income	<u>-</u>	<u>4,719,793</u>
INTEREST EXPENSE:		
Deposits		265,247
Interest on debt instruments	<u>231,044</u>	
NET INTEREST INCOME (EXPENSE)	(231,044)	4,454,546
Provision for loan losses		<u>300,000</u>
NET INTEREST INCOME (EXPENSE) AFTER PROVISION FOR LOAN LOSSES	(231,044)	4,154,546
NON-INTEREST INCOME:		
Equity in earnings of subsidiary	1,370,476	
Service charges on deposit accounts		564,311
Other service charges and fees		891,813
Other income	90	45,715
Total Non-Interest Income	<u>1,370,566</u>	<u>1,501,839</u>
NON-INTEREST EXPENSES:		
Salaries and employee benefits		1,892,219
Occupancy expense		558,558
Regulatory fees and assessments		94,861
Other expenses	1,379	1,740,271
Total Non-Interest Expenses	<u>1,379</u>	<u>4,285,909</u>
NET INCOME	\$ 1,138,143	\$ 1,370,476

FNB HOLDING COMPANY AND SUBSIDIARY
Fort Stockton, Texas

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

Years Ended December 31, 2018 and 2017

	Common Stock	Surplus	Retained Earnings
BALANCE AT DECEMBER 31, 2016	\$ 18,000	\$ 1,422,000	\$ 9,370,466
Net income for 2017			946,405
Net change in unrealized loss on available-for-sale securities			
Repurchase of common stock (3 shares)			
Issuance of common stock (11 shares)			
Cash dividends paid			(182,306)
BALANCE AT DECEMBER 31, 2017	18,000	1,422,000	10,134,565
Net income for 2018			1,138,143
Net change in unrealized loss on available-for-sale securities			
Issuance of common stock (10 shares)			
Cash dividends paid			(382,292)
BALANCE AT DECEMBER 31, 2018	\$ 18,000	\$ 1,422,000	\$ 10,890,416

Results: A list of branches for your depository institution: **FIRST NATIONAL BANK OF FORT STOCKTON (ID: RSSD: 397456)**.
 This depository institution is held by **FNB HOLDING COMPANY (3668223)** of **FORT STOCKTON, 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 pages 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 (thead Office)	397456	FIRST NATIONAL BANK OF FORT STOCKTON	1000 WEST DICKINSON BOULEVARD	FORT STOCKTON	TX	79735	PECOS	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF FORT STOCKTON	397456	
OK		Full Service	4098973	BRANCH NATIONAL BANK A DIVISION OF FIRST NATIONAL BANK OF FORT STOCKTON	101 WEST 15TH STREET	IRVING	TX	75744	PECOS	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF FORT STOCKTON	397456	

Form FR Y-6
FNB Holding Co.
1000 W. Dickinson
Fort Stockton, TX 79735
December 31, 2018

FNB Holding Co.
1000 W. Dickinson
Fort Stockton, TX 79735

Incorporated in Texas

First National Bank of Fort Stockton
1000 W. Dickinson
Fort Stockton 79735

Incorporated in Texas

100%

Report Item 3: Securities Holders

NAME City, State	Country	Number of Voting Shares	Percentage
Brooks Family		4935	35.62%
The Polly L. Brooks Trust Trustee - Polly L. Brooks San Angelo, TX	USA	2526	18.23%
Conoly Brooks III San Angelo, TX	USA	723	5.22%
Beverly Brooks Landgraf Odessa, TX	USA	649	4.68%
WE Love Marfa, TX	USA	372	2.69%
Conoly Brooks Tax Shelter Trust Trustee- Beverly Landgraf & Monte Brooks San Angelo, TX	USA	955	6.89%
Louellen Brooks Meyer San Angelo, TX	USA	731	5.28%
Winkler Family		4634	33.45%
Nathan Winkler Rhoades Philadelphia, PA	USA	908	6.55%
Robert Rhoades Wyndmoor, PA	USA	509	3.67%
Dr. Ruben Winkler Rhoades Philadelphia, PA	USA	908	6.55%
Martin Winkler Lawrence, KS	USA	2309	16.67%

Report Item 3 (2) : None

Form FR Y-6
FNB Holding Company
Fort Stockton, TX 79735
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with holding company	Title & Position with holding company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in holding company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	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)
Polly L. Brooks-Trustee The Polly L. Brooks Trust San Angelo, TX United States	N/A	FNB Holding Company Stockholder	N/A	N/A	18.23%	0.00%	None
CONOLY BROOKS III San Angelo, TX United States	Real Estate Management	Director FNB Holding Company	Director First National Bank	Owner-B3 Inc.	5.22%	0.00%	B3 Inc. 100%
Beverly Brooks Landgraf Conoly Brooks Tax Shelter Trust Odessa, TX United States	Homemaker/Rancher	FNB Holding Company Stockholder	N/A	N/A	11.58%	0.00%	None
Louellen Brooks Meyer San Angelo, TX United States	Doctor	FNB Holding Company Stockholder	N/A	N/A	5.28%	0.00%	None
WE Love Marfa, TX United States	Banker	FNB Holding Company Stockholder	N/A	N/A	2.69%	0.00%	None
Monte Brooks Conoly Brooks Tax Shelter Trust San Angelo, TX United States	N/A	FNB Holding Company Stockholder	N/A	N/A	6.89%	0.00%	None
Fermin Venegas Ft. Stockton, TX United States	Fence Builder/Sheep Shearer	Director FNB Holding Company	Director First National Bank	Owner-Genesis Wire Co.	0.02%	0.00%	Genesis Wire Co. 100%
DAN C FRANK III Ft. Stockton, TX United States	Banker	President/Director	President/CEO/Director First National Bank	N/A	0.02%	0.00%	None
ROBERT L GRAY Ft. Stockton, TX United States	Retired Banker	Director FNB Holding Company	Director First National Bank	N/A	0.62%	0.00%	None
DELMON HODGES Ft. Stockton, TX United States	Land Man-Oil	Director FNB Holding Company	Director First National Bank	Owner-Hodges Oil, Inc.	3.08%	0.00%	Hodges Oil, Inc. 100%
ROBERT P. SADLER Ft. Stockton, TX United States	Real Estate Agent	Chairman/Director FNB Holding Company	Chairman/Director First National Bank	Owner-Sadler & Associates, LLC	0.98%	0.00%	Sadler and Associates, LLC 50%
DA Harral Ft. Stockton, TX United States	Rancher	Director FNB Holding Company	Director First National Bank	N/A	0.39%	0.00%	None
Martin Winkler Lawrence, KS United States	Professor	Director FNB Holding Company	Director First National Bank	N/A	16.67%	0.00%	None
Robert Rhoades Wyndmoor, PA United States	Entrepreneur	FNB Holding Company Stockholder	N/A	N/A	3.67%	0.00%	None
Ruben Winkler Rhoades Philadelphia, PA United States	Doctor	FNB Holding Company Stockholder	N/A	N/A	6.55%	0.00%	None
Nathan Winkler Rhoades Philadelphia, PA United States	Entrepreneur	FNB Holding Company Stockholder	N/A	N/A	6.55%	0.00%	None