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, RAY OWEN
Name of the Holding Company Director and Official

DIRECTOR, PRESIDENT
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

03/28/2019
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

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

Reporter's Name, Street, and Mailing Address

TALL CITY BANCSHARES, INC.
Legal Title of Holding Company

306 W. WALL STREET
(Mailing Address of the Holding Company) Street / P.O. Box

MIDLAND	TX	79701
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

JENNIFER MITCHELL — CFO
Name — Title

915-313-6728
Area Code / Phone Number / Extension

915-313-6767
Area Code / FAX Number

jmitchell@bankoftexasonline.com
E-mail Address

www.bankoftexasonline.com
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.

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)

Legal Title of Subsidiary Holding Company

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

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TALL CITY BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED FINANCIAL REPORT

DECEMBER 31, 2018 AND 2017

CONTENTS

LAUTERBACH
BORSCHOW
CERTIFIED PUBLIC ACCOUNTANTS

4130 Rio Bravo Street
El Paso, Texas 79902
T (915) 544-6950 | F (915) 544-1303
www.lb-cpa.com

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Tall City Bancshares, Inc. and Subsidiary
El Paso, Texas

Report on the Financial Statements

We have audited the accompanying consolidated balance sheets of Tall City Bancshares, Inc. and Subsidiary as of December 31, 2018 and 2017, and the related consolidated statements of income, comprehensive income, statements of changes in stockholder's equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Tall City Bancshares, Inc. and Subsidiary as of December 31, 2018 and 2017, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Lauterbach, Borschow & Company

El Paso, Texas
April 9, 2019

TALL CITY BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS
December 31, 2018 and 2017
(Dollar amounts in thousands)

	2018	2017
ASSETS		
Cash and due from banks	$ 13,988	$ 15,287
Federal funds sold	825	2,075
Interest-bearing deposits at other financial institutions	79,220	52,736
Cash and cash equivalents	94,033	70,098
Securities: (Notes 2 and 11)		
Available-for-sale	4,867	4,008
Held-to-maturity	7,112	7,056
Federal Reserve stock	761	756
Federal Home Loan Bank stock	744	737
Loans (Note 3)	270,295	269,502
Allowance for loan losses	(3,621)	(3,571)
Premises and equipment, net (Note 4)	292	270
Accrued interest receivable	898	720
Goodwill	257	257
Other assets	73	122
	$ 375,711	$ 349,955
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Deposits (Notes 5 and 11)		
Noninterest-bearing	$ 124,906	$ 85,763
Interest-bearing	195,207	210,081
Total deposits	320,113	295,844
Advances from Federal Home Loan Bank (Note 6)	12,361	16,394
Accrued interest and other liabilities	294	419
	332,768	312,657
Commitments and Contingencies (Note 7)		
Stockholders' Equity (Note 8, 9, and 12)		
Capital stock:		
Common stock, $1.00 par value; 10,000,000 shares authorized; 2,450,000 shares issued and outstanding	2,450	2,450
Additional paid-in capital	23,399	23,399
Retained earnings	18,088	12,455
Accumulated other comprehensive income (loss)	(34)	(46)
Treasury Stock	(960)	(960)
	42,943	37,298
	$ 375,711	$ 349,955

See Notes to Consolidated Financial Statements.

TALL CITY BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF INCOME
December 31, 2018 and 2017
(Dollar amounts in thousands)

	2018	2017
Interest and dividend income:		
Loans, including fees	$ 14,422	$ 11,837
Securities (Notes 2 and 11)	65	49
Interest-bearing deposits at other financial institutions	326	213
Federal funds sold	1,226	311
Dividends	-	47
Total interest and dividend income	16,039	12,457
Interest expense:		
Deposits	3,110	2,370
Federal Home Loan Bank advances	291	236
Total interest expense	3,401	2,606
Net interest income	12,638	9,851
Provision for loan losses (Note 3)	50	430
Net interest income after provision for loan losses	12,588	9,421
Noninterest income:		
Customer service fees	69	45
Other income	132	89
	201	134
Noninterest expenses:		
Salaries and employee benefits	2,655	2,374
Operating expenses	840	607
Data processing	392	309
Occupancy expenses	269	246
	4,156	3,536
Net income	$ 8,633	$ 6,019

See Notes to Consolidated Financial Statements.

TALL CITY BANCSHARES, INC. AND SUBSIDIARY

STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME
December 31, 2018 and 2017
(Dollar amounts in thousands)

	2018	2017
Net Income	**$ 8,633**	$ 6,019
Other comprehensive income:		
Change in net unrealized income (loss) on securities available-for-sale	**11**	(16)
Total comprehensive income	**$ 8,644**	$ 6,003

See Notes to Consolidated Financial Statements.

TALL CITY BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
December 31, 2018 and 2017
(Dollar amounts in thousands)

	Shares of Common Stock	Common Stock	Additional Paid In Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
Balance, December 31, 2016	2,450,000 $	2,450	23,245	8,736	(30)	(960) $	33,441
Net Income	-	-	-	6,019	-	-	6,019
Change in net unrealized gains (losses) on available for sale investment securities	-	-	-	-	(16)	-	(16)
Dividend payment	-	-	-	(2,300)	-	-	(2,300)
Stock Options Expense	-	-	154	-	-	-	154
Balance, December 31, 2017	2,450,000 $	2,450	23,399	12,455	(46)	(960) $	37,298
Net income (loss)	-	-	-	8,633	-	-	8,633
Change in net unrealized gains (losses) on investment securities	-	-	-	-	11	-	11
Dividend payment	-	-	-	(3,000)	-	-	(3,000)
Balance, December 31, 2018	2,450,000 $	2,450	23,399	18,088	(35)	(960) $	42,942

See Notes to Consolidated Financial Statements.

TALL CITY BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS
December 31, 2018 and 2017
(Dollar amounts in thousands)

	2018	2017
Cash Flows From Operating Activities		
Net income	$ 8,633	$ 6,019
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	50	430
Net amortization and accretion of securities premiums and discounts	(21)	(44)
Amortization of deferred loan fees	(106)	(117)
Depreciation	32	31
Stock option compensation expense	-	154
(Increase) decrease in assets:		
Accrued interest receivable	(178)	(161)
Other assets	49	(33)
Increase (decrease) in liabilities:		
Accrued interest and other liabilities	(125)	194
Net cash provided by operating activities	8,334	6,473
Cash Flows From Investing Activities		
Net (increase) decrease in:		
Available-for-sale securities		
Purchases	(1,500)	(307)
Maturities, calls and principal repayments	606	1,494
Held-to-maturity securities		
Purchases	-	(222)
Loan originations and principal collections, net	(687)	(46,511)
Purchase of premises and equipment	(54)	(18)
Net cash used in investing activities	(1,635)	(45,564)
Cash Flows From Financing Activities		
Net increase (decrease) in:		
Non-interest bearing deposits	39,143	11,526
Payment of debt	(4,033)	-
Dividend payment	(3,000)	(2,300)
Advances from Federal Home Loan Bank	-	5,687
Interest bearing deposits	(14,874)	52,446
Net cash provided by financing activities	17,236	67,359
Decrease in cash and due from banks	23,935	28,268
Cash and due from banks:		
Beginning	70,098	41,830
Ending	$ 94,033	$ 70,098

See Notes to Consolidated Financial Statements.

(Continued)

TALL CITY BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
December 31, 2018 and 2017
(Dollar amounts in thousands)

	2018	2017
Supplemental Disclosure of Cash Flow Information		
Cash payments for:		
Interest paid to depositors	**$ 2,985**	$ 2,330
Supplemental Schedule of Noncash and Financing Activities		
Net change in unrealized loss on available-for-sale securities	**11**	(16)

See Notes to Consolidated Financial Statements.

Note 1. Significant Accounting Policies

Consolidation policies:

The consolidated financial statements include the accounts of Tall City Bancshares, Inc. (the Corporation) and its wholly-owned subsidiary, Bank of Texas (formerly Kent County State Bank). All significant intercompany balances and transactions have been eliminated in consolidation.

Nature of operations:

The Corporation is a holding company that acquired all of the assets and liabilities of Kent County State Bank on September 22, 2009. Branches of Kent County State Bank were opened in Midland on January 13, 2010, and in El Paso on January 14, 2010. Effective February 4, 2010 Kent County State Bank was officially renamed Bank of Texas and the charter was relocated to Midland, Texas.

The Corporation provides a variety of financial services to individuals and corporate customers in the Midland, El Paso and Jayton, Texas areas. Its primary deposit products are demand deposits and term certificate accounts and its primary lending products are oil and gas, commercial, and commercial real estate loans. The Bank is subject to the regulation of certain federal and state agencies and undergoes periodic examinations by those regulatory authorities.

Use of estimates:

In preparing consolidated financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. A material estimate that is particularly susceptible to significant change in the near term within the banking industry relates to the determination of the allowance for loan losses and the fair value of financial instruments.

Significant Group Concentrations of Credit Risk:

The Corporation's concentration of loans collateralized by real estate amount to $180,665 and $177,833 for the years ending December 31, 2018 and 2017, respectively. This represents 67% and 66% of gross loans at December 31, 2018 and 2017, respectively. Oil and gas loans represented $27,455 and $26,290 of the total loan portfolio as of December 31, 2018 and 2017, respectively. This represents 10% and 10% of gross loans at December 31, 2018 and 2017, accordingly.

Cash, cash equivalents, interest bearing deposits at other financial institutions, and cash flows:

For purposes of reporting cash flows, cash and cash equivalents and due from banks includes cash on hand, amounts due from banks (including cash items in process of clearing), and fed funds sold. Interest-bearing deposits in other financial institutions mature within one year and are carried at cost.

The nature of the Corporation's business requires that it maintain amounts due from banks which, at times, may exceed the Federal Deposit Insurance Corporation (FDIC) insurance limit. The Corporation has not experienced any

Note 1. Significant Accounting Policies (continued)

losses in such accounts. Furthermore, federal funds sold are essentially uncollateralized loans to other financial institutions. Management regularly evaluates the credit risk associated with the counterparties to these transactions and believes the Corporation is not exposed to any significant risk on cash and cash equivalents.

Securities:

Investment securities classified as "available-for-sale" are recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income.

Investment securities for which the Bank has both the positive intent and ability to hold to maturity are classified as held to maturity and, accordingly, are stated at cost, adjusted for amortization of premiums and accretion of discounts as adjustments to interest income on investments.

Purchased premiums and discounts are recognized in interest income using the interest method over the terms of the securities. In estimating other-than-temporary impairment losses, management considers (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Corporation to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. Realized gains or losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

Nonmarketable equity investments, which includes Federal Reserve Bank stock and The Independent Bankers Bank stock, are recorded at cost.

A decline in the market value of any available-for-sale or held-to-maturity security below cost that is deemed to be other-than-temporary results in a reduction in the carrying amount to fair value. When the Corporation does not intend to sell a debt security, and it is more likely than not the Corporation will not have to sell the security before recovery of its cost basis, it recognizes the credit component of another-than-temporary impairment of a debt security in earnings and the remaining portion in other comprehensive income. The credit loss component recognized in earnings is identified as the amount of principal cash flows not expected to be received over the remaining term of the security as projected based on cash flow projections. The Corporation did not recognize any other-than-temporary impairment on debt securities as of December 31, 2018 and 2017.

Loans:

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are generally reported at their outstanding unpaid principal balances adjusted for charge-offs, the allowance for loan losses and any deferred fees or costs on originated loans. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct loan origination costs, are deferred and recognized as an adjustment of the related loan yield, using the interest method.

A loan is considered to be delinquent when payments have not been made according to contractual terms, typically evidenced by nonpayment of a monthly installment by the due date. The accrual of interest on loans is typically discontinued at the time the loan is 90 days delinquent unless the credit is well-secured and in the process of collection.

Note 1. Significant Accounting Policies (continued)

All interest accrued but not collected for loans that are placed on non-accrual or charged-off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all principal and interest amount contractually due are brought current and future payments are reasonably assured.

Allowance for loan losses:

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance for loan losses when management believes that un-collectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis and is based upon management's periodic review of the collectability of loans in light of historical loss experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to pay, estimated value of any underlying collateral and prevailing economic conditions. The evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are classified as either doubtful, substandard, or special mention. For such loans that are also classified as impaired, an allowance is established when the discounted cash flows (or collateral value) of the impaired loan is lower than the carrying value of that loan. The general component covers non-classified loans and is based on historical loss experience adjusted for qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

A loan is impaired when, based on current information and events, it is probable the Corporation will be unable to collect the scheduled payments of principal or interest payments when due in accordance with the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Impairment is measured on a loan by loan basis for real estate and business loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent. Accrued interest on impaired loans is recorded consistent with the current payment status of the loan. The amount of impairment, if any and any subsequent changes are included in the allowance for loan losses.

Foreclosed assets:

Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Any write-down to fair value at the time of transfer to foreclosed assets is charged to the allowance for loan and lease losses. Property is evaluated regularly to ensure the recorded amount is supported by its current fair

Note 1. Significant Accounting Policies (continued)

value and valuation allowances to reduce the carrying amount to fair value less estimated costs to dispose are recorded as necessary. Revenue and expense from the operations of foreclosed assets and changes in the valuation allowance are included net of expenses from foreclosed assets.

Premises and equipment:

Land is carried at cost. Building and improvements and furniture and equipment are stated at cost less accumulated depreciation. Depreciation is computed principally by the straight-line method over the following estimated useful lives:

	Years
Buildings and improvements	39
Furniture and equipment	3-5

Goodwill:

Goodwill represents the excess of cost over fair value of assets acquired in the purchase of the Kent County State Bank in 2009. The Corporation does not amortize goodwill and, accordingly, no goodwill amortization expense was recognized for the fiscal years ending December 31, 2018 and 2017. Goodwill is evaluated for impairment on an annual basis or more frequently if events or changes in circumstances indicate that the asset might be impaired. The determination of the value of goodwill requires management to make estimates and assumptions about future business trends and growth. If an event occurs that causes management to revise the estimates and assumptions used to determine the value of goodwill, such revision could result in an impairment charge that could have a material impact on the financial results of the Company. In management's opinion, no impairments existed at December 31, 2018 and 2017.

Income tax status:

The Corporation and its subsidiaries file a consolidated federal tax return. The Corporation, with the consent of its shareholders, has elected to be taxed under sections of the federal income tax law, which provides that, in lieu of corporation income taxes, the stockholders separately account for their pro rata shares of the Corporation's items of income, deductions, losses and credits. As a result of this election, no income taxes have been recognized in the accompanying financial statements.

Under U.S. generally accepted accounting principles, a tax provision resulting from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination. Income tax positions must meet a more-likely-than-not recognition threshold at the effective date in order to be recognized. Management has analyzed the tax positions taken by the organization, and has concluded that as of December 31, 2018, no uncertain positions have been taken or are expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

With few exceptions, the Corporation is no longer subject to U.S. Federal income tax examinations for tax years before 2014 and state income tax examinations for tax years before 2013.

Note 1. Significant Accounting Policies (continued)

The Corporation is subject to the Texas Franchise Tax, which is based on a percentage of total revenues less allowable deductions. Tax expense was $37,829 and $31,025 for the years ending December 31, 2018 and 2017, respectively.

Comprehensive Income:

Comprehensive income consists of net income and other comprehensive income. Other comprehensive income includes unrealized gains on securities available for sale, and unrealized losses related to factors other than credit on debt securities which are also recognized as separate components of equity.

Fair Values of Financial Instruments:

FASB ASC 825, Financial Instruments, requires disclosures about fair value for all financial instruments, whether recognized or not recognized in the statement of financial position. FASB ASC 825 excludes certain financial instruments and all non-financial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Bank.

Fair Value Measurement:

The Corporation measures fair value in accordance with FASB ASC 820 Fair Value Measurements. FASB ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures of fair value measurements. FASB ASC 820 establishes a fair value hierarchy about the assumptions used to measure fair value and clarifies assumptions about risk and the effect of a restriction on the sale or use of an asset. FASB ASC 820 applies to all assets and liabilities that are measured and reported on a fair value basis. Note 11 contains additional information.

New Accounting Pronouncements:

In May 2014, the FASB issued Accounting Standards Update No. 2014-9, Revenue from Contracts with Customers (Topic 606). This guidance is a comprehensive new revenue recognition standard that will supersede substantially all existing revenue recognition guidance. The new standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under existing guidance. These may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. On July 9, 2015, the FASB agreed to delay the effective date of the standard by one year. Therefore, the new standard will be effective in the first quarter of 2019 and the Company is evaluating the potential impact of the amendment on the Company's financial statements.

In January 2016, the FASB issued ASU No. 2016-01 "Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities." The amendment has a number of provisions including the requirements that public business entities use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, a separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (i.e. securities or loans receivables), and eliminating the

Note 1. Significant Accounting Policies (continued)

requirement for public business entities to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost. The amendment is effective for annual and interim reporting periods beginning after December 15, 2018. The Company is evaluating the potential impact of the amendment on the Company's financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) intended to improve financial reporting regarding leasing transactions. The new standard affects all companies and organizations that lease assets. The standard will require organizations to recognize on the statement of financial condition the assets and liabilities for the rights and obligations created by those leases if the lease terms are more than 12 months. The guidance also will require qualitative and quantitative disclosures providing additional information about the amounts recorded in the financial statements. The amendments in this update are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company is evaluating the potential impact of the amendment on the Company's financial statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326) intended to improve financial reporting by requiring timelier recording of credit losses on loans and other financial instruments held by financial institutions and other organizations. The standard requires an organization to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supportable forecasts. Financial institutions and other organizations will now use forward-looking information to better inform their credit loss estimates. The standard also requires enhanced disclosures to help investors and other financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an organization's portfolio.

These disclosures include qualitative and quantitative requirements that provide additional information about the amounts recorded in the financial statements. Additionally, the standard amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. The amendments in this update are effective for fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. All entities may adopt the amendments in this update earlier as of the fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. An entity will apply the amendments in this update through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (that is, a modified-retrospective approach). The Company believes the amendments in this update will have an impact on the Company's financial statements and is working to evaluate the significance of that impact.

Subsequent Events:

The Corporation has evaluated subsequent events through April 9, 2019, the date through which the financial statements were available to be issued.

Note 2. Securities

The amortized cost and estimated fair value of investment securities classified as available-for-sale, with gross unrealized losses, follows:

	December 31, 2018			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities Available-for-Sale				
U.S. Treasuries	$ 1,490	$ -	$ (1)	$ 1,489
U.S. Government agency securities	2,000	-	(28)	1,972
Mortgage-backed securities	2	-	-	2
Municipal Bonds	1,410	-	(6)	1,404
Total securities available-for-sale	$ 4,902	$ -	$ (35)	$ 4,867

	December 31, 2017			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities Available-for-Sale				
U.S. Government agency securities	$ 2,001	$ -	$ (33)	$ 1,968
Mortgage-backecd securities	2	-	-	2
Municipal Bonds	2,051	-	(13)	2,038
Total securities available-for-sale	$ 4,054	$ -	$ (46)	$ 4,008

Note 2. Securities (continued)

The amortized cost and estimated fair value of investment securities held to maturity consist of the following:

	December 31, 2018			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities Held-to-Maturity				
Certificate of Deposit	$ 7,112	-	-	$ 7,112
Total securities held-to-maturity	$ 7,112	$ -	$ -	$ 7,112

	December 31, 2017			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities Held-to-Maturity				
Certificate of Deposit	$ 7,056	-	-	$ 7,056
Total securities held-to-maturity	$ 7,056	$ -	$ -	$ 7,056

At December 31, 2018 and 2017, securities with a carrying value of $4,867 and $4,008 respectively, were pledged to secure public deposits.

The amortized cost and fair value of securities by contractual maturity at December 31, 2018 follows:

	Available-for-Sale	
	Amortized Cost	Fair Value
Due less than 1 year	$ 4,600	4,567
Over 1 year through 5 years	302	300
After 5 years through 10 years	-	-
	$ 4,902	$ 4,867

	Held-to-maturity	
	Amortized Cost	Fair Value
Due less than 1 year	$ 7,112	$ 7,112
	$ 7,112	$ 7,112

Note 2. Securities (continued)

Gross unrealized losses on investment securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2018 were as follows:

	Less Than Twelve Months		Over Twelve Months	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Securities Available-for-Sale				
U.S. Treasuries	$ 1,489	$ (1)	$ -	$ -
U.S. Government Agencies	1,972	(28)	-	-
Mortgage-backed securities	-	-	2	-
Municipal Bonds	1,106	(3)	298	(2)
	$ 4,567	$ (32)	$ 300	$ (2)

Gross unrealized losses on investment securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2017 were as follows:

	Less Than Twelve Months		Over Twelve Months	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Securities Available-for-Sale				
U.S. Government Agencies	$ -	$ -	$ 1,967	$ (33)
Mortgage-backed securities	-	-	2	-
Municipal Bonds	606	(2)	1,433	(11)
Total securities available-for-sale	$ 606	$ (2)	$ 3,402	$ (44)

Note 3. Loans

The composition of net loans receivable as of December 31, 2018 and 2017, is as follows:

Loans receivable	2018	2017
Commercial	$ 83,137	$ 86,323
Real estate	180,665	177,833
Agricultural	6,104	4,984
Consumer	481	436
Overdrafts	5	59
	270,392	269,635
Less unearned discounts and deferred fees	(97)	(133)
Loans, net of unearned discount and deferred fees	270,295	269,502
Allowance for loan losses	(3,621)	(3,571)
Loans receivable, net	$ 266,674	$ 265,931

A loan is considered impaired, in accordance with the impairment accounting guidance when based on current information and events, it is probable the Corporation will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. Impaired loans include nonperforming loans but also include loans modified in a troubled debt restructuring where concessions have been granted to borrowers experiencing financial difficulties. These concessions could include a reduction in interest rate on the loan, payment extensions, forgiveness of principal, forbearance or other actions intended to maximize collection. There were no loans classified as impaired or as troubled debt restructurings as of December 31, 2018 and 2017.

There were no loans past due more than 90 days for which interest continues to be accrued at December 31, 2018 or at December 31, 2017.

Note 3. Loans (continued)

Changes in the allowance for loan losses for year ended December 31, 2018 and 2017 are as follows:

2018		Commercial		Real Estate		Agriculture		Consumer		Unallocated		Total
Allowance for credit losses:												
Beginning Balance	$	1,227	$	1,880	$	55		5	$	404	$	3,571
Charge-offs		-		-		-		-		-		-
Recoveries		-		-		-		-		-		-
Provisions		1,186		1,661		64		3		(2,864)		50
Ending balance		2,413		3,541		119		8		(2,460)		3,621
Ending balance: individually evaluated for impairment				49		-		-		-		49
Ending balance: collectively evaluated for impairment		83,137		180,665		6,104		481		5		270,392
Ending balance: loans acquired with deteriorated credit quality	$	-	$	-	$	-	$	-	$	-	$	-

2017		Commercial		Real Estate		Agriculture		Consumer		Unallocated		Total
Allowance for credit losses:												
Beginning Balance	$	1,061	$	1,421	$	51	$	5	$	603	$	3,141
Charge-offs		-		-		-		-		-		-
Recoveries		-		-		-		-		-		-
Provisions		166		459		4		-		(199)		430
Ending balance		1,227		1,880		55		5		404		3,571
Ending balance: individually evaluated for impairment		6,435		56		-		-		-		6,491
Ending balance: collectively evaluated for impairment		86,323		177,833		4,984		436		59		269,635
Ending balance: loans acquired with deteriorated credit quality	$	-	$	-	$	-	$	-	$	-	$	-

The Corporation has an on-going monitoring process of the credit quality of our loan portfolio. We assess the probability of default or downgrade as well as the potential for loss. The process included the monitoring of payment performance through past due reviews as well as the review of periodic financial statements and other financial and operating reports from our borrowers. The Corporation utilizes a risk grading system which evaluates both of these risks. These grades correspond to the regulators' rating system. We assign a risk rating to each of our commercial and commercial real estate loans. Our Risk Rating System includes grades 1-5, being "Pass", "Special Mention", "Substandard", "Doubtful", and "Loss".

Note 3. Loans (continued)

Grade 1: Pass

This grade represents loans considered to have an acceptable level of risk. Generally, the loans are to borrowers with an established history, sound financial capacity and sufficient cash flow to service debt.

Grade 2: Special Mention

A Special Mention asset has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in our credit position in the future. Special Mention assets are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification.

Grade 3: Substandard

A substandard asset is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Assets so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Grade 4: Doubtful

An asset classified doubtful has all the weaknesses inherent in one classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable.

Grade 5: Loss

Assets classified loss are considered uncollectible and of such little value that their continuance as a bankable asset is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off this basically worthless asset even though partial recovery may be affected in the future.

Note 3. Loans (continued)

Commercial Credit Exposure
Credit Risk Profile by Internally Assigned Grade

	Commercial		Real Estate	
	12/31/2018	12/31/2017	12/31/2018	12/31/2017
Pass	$ 83,137	$ 79,888	$ 180,616	$ 177,777
Special Mention	-	-	-	-
Substandard	-	6,435	49	56
Doubtful	-	-	-	-
Total	$ 83,137	$ 86,323	$ 180,665	$ 177,833

Commercial Credit Exposure
Credit Risk Profile by Internally Assigned Grade

	Agricultural	
	12/31/2018	12/31/2017
Pass	$ 6,104	$ 4,984
Special Mention	-	-
Substandard	-	-
Doubtful	-	-
Total	$ 6,104	$ 4,984

Commercial Credit Exposure
Credit Risk Profile by Internally Assigned Grade

	Consumer - Other	
	12/31/2018	12/31/2017
Pass	$ 481	$ 436
Special Mention	-	-
Substandard	-	-
Doubtful	-	-
Total	$ 481	$ 436

	Overdrafts	
	12/31/2018	12/31/2017
Overdrafts	$ 5	$ 59
Total	$ 5	$ 59

Note 3. Loans (continued)

As of December 31, 2018 and 2017, the Bank had no impaired loans or loans whose terms had been modified or restructured. The Corporation has no Financing Receivables.

Note 4. Premises and Equipment

The major classes of premises and equipment and the total accumulated depreciation as of December 31, 2018 and 2017, are as follows:

	12/31/2018	12/31/2017
Land	$ 10	$ 10
Buildings and improvements	285	285
Furniture and equipment	494	440
	789	735
Less accumulated depreciation	(497)	(465)
Total	$ 292	$ 270

Depreciation expense was $32 and $32 for the years ending December 31, 2018 and 2017, respectively.

Note 5. Deposits

The composition of deposits is as follows:

	12/31/2018	12/31/2017
Demand deposits, noninterest bearing	$ 124,907	$ 85,763
NOW and money market accounts	13,939	13,571
Savings Deposits	1,875	2,593
Time certificates, $100,000 or more	176,547	190,963
Other time certificates	2,845	2,954
Total deposits	$ 320,113	$ 295,844

At December 31, the scheduled maturities of time certificates are as follows:

2019	$ 178,908
2020	250
2021	234
2022	-
2023	-
	$ 179,392

Deposits from foreign customers totaled $339 and 120 as of December 31, 2018 and 2017, respectively.

As of December 31, 2018 and 2017, the corporation had no brokered deposits.

Note 6. Advances from Federal Home Loan Bank

The Corporation has funding available from the Federal Home Loan Bank of Dallas. As of December 31, 2018 and 2017, the amount available for advances was approximately $95,072 and $71,672, respectively. Advances are collateralized by assets and stock of the Bank. As of December 31, 2018 and 2017, the Corporation had multiple advances of $12,361 and $16,3694 on the line. The advances bear interest at various rates ranging from 1.599% to 3.023%.

The advances have maturity dates as follows:

	2018
One year or less	$ 51
Over one year through three years	7,428
Over three years through five years	4,882
Over five years	-
	$ 12,361

The Corporation also has a line of credit with two institutions for $2 million on each line. The rate of interest on this line and related collateral will be quoted at the time of borrowing. There were no advances as of year-end. This line may be terminated at any time by the originating institution.

Note 7. Commitments and Contingencies

Financial instruments with off-balance-sheet risk:

The Corporation is party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and performance letters of credit. They involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated balance sheets.

The Corporation's exposure to credit loss is represented by the contractual amount of these commitments. The Corporation uses the same credit policies in making commitments and conditional obligations as they do for on-balance-sheet instruments.

A summary of the Corporation's commitments is as follows:

	12/31/2018	12/31/2017
Commitments to extend credit	$ 83,473	$ 62,145
Total	$ 83,473	$ 62,145

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. The Corporation evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Corporation upon extension of credit, is based on management's credit evaluation of the party.

Collateral held varies, but may include accounts receivable, inventory, property and equipment, residential real estate, income-producing commercial properties, oil and natural gas, and raw land.

Note 7. Commitments and Contingencies (continued)

Contingencies:

In the normal course of business, the Corporation may become involved in various legal proceedings. In the opinion of management, any liability resulting from such proceedings would not have a material adverse effect on the Corporation's financial statements. At the respective year ends, there was no pending litigation.

The Corporation leases facilities for the El Paso and Midland branches. These lease terms range from three to ten-year terms.

Minimum lease payments for the years ending December 31 are:

2018	$	177
2019		180
2020		187
2021		195
Thereafter		202
	$	941

Rent expense totaled $177 and $170 for the years ended December 31, 2018 and 2017, respectively.

Note 8. Restrictions on Retained Earnings and Regulatory Matters

The Corporation (on a consolidated basis) and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Corporation and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Corporation and the Bank must meet specific capital guidelines that involve quantitative measures of the Corporation and the Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Corporation and the Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Corporation and the Bank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier I capital (as defined) to average assets (as defined). Management believes as of December 31, 2018 and 2017, that the Corporation and the Bank met all capital adequacy requirements to which they are subject.

To be well capitalized, an institution must maintain minimum total risk-based, Tier I risk-based, and Tier I leverage ratios as set forth in the following tables. The Corporation's and the Bank's actual capital amounts and ratios as of December 31, 2018 and 2017 are also presented in the table.

Note 8. Restrictions on Retained Earnings and Regulatory Matters (continued)

		Actual			For Capital Adequacy Purposes			To Be Well Capitalized Under Prompt Corrective Action Provisions	
As of December 31, 2018		Amount (in thousands)	Ratio		Amount (in thousands)	Ratio		Amount (in thousands)	Ratio
Total Capital (to Risk-Weighted Assets)									
Consolidated	$	46,340	14.64%	$	25,319	8%	$	N/A	N/A
Bank of Texas		46,248	14.61%		25,319	8%		31,648	10%
Tier 1 Capital (to Risk-Weighted Assets)									
Consolidated	$	42,719	13.50%	$	12,659	4%	$	N/A	N/A
Bank of Texas		42,627	13.47%		12,659	4%		18,989	6%
Tier 1 Capital (to Average Assets)									
Consolidated	$	42,719	12.68%	$	13,470	4%	$	N/A	N/A
Bank of Texas		42,627	12.66%		13,470	4%		16,838	5%

		Actual			For Capital Adequacy Purposes			To Be Well Capitalized Under Prompt Corrective Action Provisions	
As of December 31, 2017		Amount (in thousands)	Ratio		Amount (in thousands)	Ratio		Amount (in thousands)	Ratio
Total Capital (to Risk-Weighted Assets)									
Consolidated	$	40,610	14.00%	$	23,279	8%	$	N/A	N/A
Bank of Texas		40,518	14.00%		23,279	8%		29,099	10%
Tier 1 Capital (to Risk-Weighted Assets)									
Consolidated	$	37,039	12.70%	$	11,639	4%	$	N/A	N/A
Bank of Texas		36,947	12.70%		11,639	4%		17,459	6%
Tier 1 Capital (to Average Assets)									
Consolidated	$	37,039	11.00%	$	13,466	4%	$	N/A	N/A
Bank of Texas		36,947	10.97%		13,466	4%		16,833	5%

Note 9. Restrictions on Dividends

Federal and state banking regulations place certain restrictions on dividends paid by the Corporation. The total amount of dividends which may be paid at any date is generally limited to the retained earnings of the Corporation.

In addition, dividends paid by the Corporation would be prohibited if the effect thereof would cause the Corporation's capital to be reduced below applicable minimum capital requirements.

Note 10. Transactions with Related Parties

The Corporation has had, and may be expected to have in the future, banking transactions in the ordinary course of business with directors, significant stockholders, principal officers, their immediate families and affiliated companies in which they are principal stockholders (commonly referred to as related parties). At December 31, 2018 and 2017, directors, significant stockholders, and principal officers of the Corporation had outstanding loans of $3,693 and $3,030, respectively. Related party deposits amounted to $49,788 and $52,936 as of December 31, 2018 and 2017, respectively. The terms of transactions involving these accounts (i.e., rate paid) are comparable to those of accounts for other customers.

Note 11. Fair Value of Financial Instruments

Effective for 2010, the Corporation adopted Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements*. This new accounting guidance under ASC 820, *Fair Value Measurements and Disclosures*, was issued by the FASB on January 21, 2010. The additional disclosures required about fair value measurements include, among other things (1) the amounts and reasons for certain significant transfers among the three hierarchy levels of inputs, (2) the gross, rather than net, basis for certain Level 3 roll-forward information, (3) use of a "class" basis rather than a "major category" basis for assets and liabilities, and (4) valuation techniques and inputs used to estimate Level 2 and Level 3 fair value measurements. The following information incorporates the new disclosure requirement.

Determination of Fair Value: The Bank follows the provisions of FASB ASC 820 *Fair Value Measurements* for assets and liabilities measured and reported at fair value, and to determine fair value disclosures. Under this guidance, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the exit price) in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Bank's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, fair value estimates may not be realized in an immediate settlement of the instrument.

FASB ASC 825 provides a consistent definition of fair value, which focuses on exit price in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date current market conditions. If there has been a significant decrease in the volume and level of activity for the asset or liability, a change in valuation technique or the use of multiple valuation techniques may be appropriate. In such instances, determining the price at which willing market participants would transact at the measurement date under current market conditions depends on the facts and circumstances and requires the use of significant judgment. The fair value is a reasonable point within the range that is most representative of fair value under current market conditions.

Fair Value Hierarchy: In determining fair value, the Corporation uses various valuation approaches. FASB ASC 820 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Bank. Unobservable inputs are inputs that reflect the

Note 11. Fair Value of Financial Instruments (continued)

Bank's assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is broken down into three levels as follows:

Level 1: Valuations based on quoted prices in active markets for identical assets or liabilities that the Bank has the ability to access. Valuations are based on quoted prices that are readily available in an active market. Valuation of these products does not entail a significant degree of judgment.

Level 2: Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly. Valuations can use model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3: Valuations based on model based techniques that use inputs that are unobservable in the market and significant to the overall fair value measurement. Valuation techniques include discounted cash flow models or similar techniques.

The availability of observable inputs can vary from product to product and is affected by a wide variety of factors, including, the type of product, whether the product is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Bank in determining fair value is greatest for instruments categorized in Level 3.

The Corporation's assets and liabilities recorded at fair value have been categorized within the fair value hierarchy based upon the lowest level of input that is significant to the fair value measurement, in accordance with FASB ASC 820.

Financial Assets and Liabilities Not Measured at Fair Value: Some of the Bank's financial assets and liabilities are not measured at fair value on a recurring basis but nevertheless are recorded at amounts approximate fair value due to their liquid or short-term nature. Such financial assets and financial liabilities include cash and accounts payable.

Following is a description of valuation methodologies used for assets and liabilities recorded at fair value and for estimating fair value for financial instruments not recorded at fair value in accordance with accounting standards:

Financial Assets

Cash and Cash Equivalents: The carrying amount approximates fair value because of the short maturity of these instruments.

Securities Available for Sale: Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices provided by the Bank's securities broker. The Bank classifies available for sale securities as Level 2.

Note 11. Fair Value of Financial Instruments (continued)

Loans: Loans receivable are stated at unpaid principal balances, less an allowance for loan losses and net deferred loan origination fees and discounts, as described in note 1. The Bank does not record loans at fair value on a recurring basis. As such, valuation techniques discussed herein for loans are primarily for estimating fair value for disclosure purposes. However, from time to time, we record nonrecurring fair value adjustments to loans to reflect (1) partial write-downs that are based on the observable market price or current appraised value of the collateral, or (2) the full charge-off of the loan carrying value.

For disclosure purposes, fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type.

Foreclosed Assets: Foreclosed assets are adjusted to fair value less estimated costs of disposal upon transfer of the loans to foreclosed assets. Subsequently, foreclosed assets are carried at the lower of carrying value or fair value less estimated cost of disposal. Fair value is generally based upon independent market prices or appraised values of the collateral and accordingly, we classify foreclosed assets as Level 2.

Financial Liabilities

Deposit Liabilities: Deposit liabilities are carried at historical costs. Accounting standards state that the fair value of deposits with no stated maturity, such as demand deposits, savings and money market accounts is equal to the amount payable on demand at the reporting date. The Bank utilized a third-party investment advisor to determine the fair value of deposits based on rates corollary to the one-year LIBOR as of that date. As a result, deposit liabilities are classified as Level 3.

Commitments, Contingencies, and Financial Instruments with Off Balance Sheet Risk: The fair value of financial instruments with off balance sheet risk is based on the credit quality and relationship, probability of funding, and other requirements. Fair values of off-balance sheet financial instruments are not material to the financial statements.

The table below presents the balance of assets and liabilities measured at fair value on a recurring basis.

	December 31, 2018 Fair Value Measurements Using			
	Fair Values	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Securities available-for-sale	$ -	$ -	-	-
Treasuries	1,489	-	1,489	-
U.S Government agencies	1,972	-	1,972	-
Mortgage-backed securities	2	-	2	-
Tax free securities	1,404	-	1,404	-
Total securities available-for-sale	$ 4,867	$ -	4,867	-

Note 11. Fair Value of Financial Instruments (continued)

	December 31, 2017 Fair Value Measurements Using			
	Fair Values	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Securities available-for-sale				
Treasuries	$ -	$ -	-	-
U.S Government agencies	1,968	-	1,968	-
Mortgage-backed securities	2	-	2	-
Tax free securities	2,038	-	2,038	-
Total securities available-for-sale	$ 4,008	$ -	4,008	-

Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis

The Bank may be required from time to time, to measure certain assets and liabilities at fair value on a nonrecurring basis in accordance with accounting standards. These adjustments to fair value usually result from an application of lower of cost or market accounting or write-downs of individual assets. The valuation methodologies used to measure fair value adjustments are described previously in this note. For assets measured at fair value on a nonrecurring basis in 2018 that were still held in the balance sheet at year end, the following table provides the level of valuation assumptions used to determine each adjustment and the carrying value of the related individual assets or portfolios as of year-end.

FASB ASC 825 Fair Value of Financial Instruments

The following table presents the carrying amount and estimated fair value of the Bank's financial instruments as defined by accounting standards:

	December 31, 2018		December 31, 2017	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial Assets				
Cash and Cash Equivalents	$ 93,149	93,149	$ 70,098	$ 70,098
Investment Securities				
Available for Sale	4,867	4,867	4,008	4,008
Held to Maturity	7,112	7,112	7,056	7,056
Gross Loans	270,295	273,978	269,502	270,164
Financial Liabilities				
Non-Interest Bearing Deposits	124,999	114,815	85,856	81,543
Interest-Bearing Deposits	195,207	195,439	210,081	210,353

Note 11. Fair Value of Financial Instruments (continued)

Limitations: Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Bank's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Bank's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. For example, significant assets that are not considered financial instruments include premises and equipment.

Note 12. Stock Option Plans

The Corporation has granted options to six of its officers. Employees have options to purchase shares of the Corporation. The exercise price of the Corporation's options are $10 to $19.25. The option's terms are ten to fifteen years and vest 20% upon date of grant and 20% per annum beginning one year from the date of grant.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions.

	2018
Dividend yield	0.0%
Expected life	10 years
Expected volatility	45%
Risk-free interest rate	1.83 to 2%

The expected volatility is based on historical volatility of similar entities during 2013. The risk-free interest rates for periods within the contractual life of the awards are based on the U.S. Treasury yield curve in effect at the time of the grant. The expected life is based on the option agreement. The dividend yield assumption is based on the Corporation's history and expectation of dividend payouts.

A summary of the status of the Corporation's stock option plan is presented below:

	Period ended December 31, 2018		
	Shares	Weighted Average Exercise Price	Average Intrinsic Value
Outstanding at beginning of year	228,100	$10.00 - $19.75	-
Granted	-	-	-
Exercised	-	-	-
Forfeited	-	-	-
Outstanding at end of year	228,100	$10.00 - $19.75	-

Note 12. Stock Option Plans (continued)

This table refers to assets. The aggregate intrinsic value of a stock option in the table above represents the total pre-tax intrinsic value (the amount by which the current market value of the underlying stock exceeds the exercise price of the option) that would have been received by the option holder had all option holders exercised their options on December 31, 2018. This amount changes based on changes in the market value of the Corporation's stock. The fair value (present value of the estimated future benefit to the option holder) of each option grant is estimated on the date of grant using the Black-Scholes option pricing model.

Information pertaining to options outstanding at December 31, 2018 is as follows:

	Options Outstanding			Options Exercisable	
Exercise prices	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
$10.00	50,000	10 years	$ 10.00	50,000	$ 10.00
10	50,000	15 years	10.00	50,000	10.00
11.49	118,100	10 years	11.49	118,100	11.49
19.75	10,000	10 years	19.75	10,000	19.75
Outstanding at end of year	228,100			228,100	

	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested options, beginning balance	8,000	$ 19.75
Granted	-	-
Vested	2,000	19.75
Forfeited/expired	-	-
Nonvested options, December 31, 2018	10,000	

As of December 31, 2018 and 2017, share based compensation expense was $0 and $154, respectively.

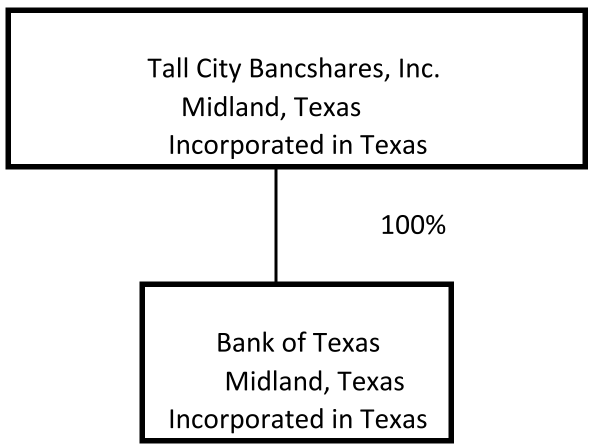
As of December 31, 2018, unrecognized share-based compensation expense related to non-vested options amounted to $66. This amount is expected to be recognized over a weighted average period of 5 years.

Form FR-Y6
TALL CITY BANCSHARES, INC.
Midland, Texas
Fiscal year ending December 31, 2018

Report Item

1.) An annual report is prepared for security holders. It will follow under separate cover.

2a.) Organizational Chart



***Neither Entity has a LEI Number.**

2b.) Domestic branch listing provided to the Federal Reserve Bank

Results: A list of branches for your depository institution: BANK OF TEXAS (ID_RSSD: 925653).
This depository institution is held by TALL CITY BANCSHARES, INC. (3929821) of MIDLAND, 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)	925653	BANK OF TEXAS	306 WEST WALL, SUITE 100	MIDLAND	TX	79701-5128	MIDLAND	UNITED STATES	Not Required	Not Required	BANK OF TEXAS	925653	
Ok		Full Service	4039866	EL PASO BRANCH	320 TEXAS AVENUE	EL PASO	TX	79901-1437	EL PASO	UNITED STATES	Not Required	Not Required	BANK OF TEXAS	925653	
Ok		Full Service	4039857	KENT COUNTY STATE BANK, A BRANCH OF BANK OF TEXAS	102 DONAHO AVENUE	JAYTON	TX	79528	KENT	UNITED STATES	Not Required	Not Required	BANK OF TEXAS	925653	

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TALL CITY BANCSHARES, INC.
Fiscal year ending December 31, 2018

Report Item 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership , control, or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2018.			**Securities holders 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.**		
(1)(a) Name City, State, County	**(1)(b) Country of Citizenship or Incorporation**	**(1)(c) Number and Percentage of Each Class of Voting Securities**	**(2)(a) Name City, State, County**	**(2)(b) Country of Citizenship or Incorporation**	**(2)(c) Number and Percentage of Each Class of Voting Securities**
David Kirk Midland, Texas, Midland	USA	540,000 shares 22.59% Common stock		**N/A**	
Jeff & DeeAnn Salehi Trust Midland, Texas, Midland Trustees: Bill Kirk and Kevin Blonkvist	USA	240,000 shares 10.04% Common stock			
M. Kurt Chapman Post, Texas, Garza	USA	200,000 shares 8.37 % Common stock			
Bill Kirk Midland, Texas, Midland	USA	200,000 shares 8.37 % Common stock			
Barrett Ramsey Midland, Texas, Midland	USA	140,000 shares 5.86 % Common stock			
Cameron Salehi Trust Midland, Texas, Midland Trustee: Kevin Blonkvist	USA	60,000 shares 2.51% Common stock			

Form FR-Y6
TALL CITY BANCSHARES, INC.
Fiscal year ending December 31, 2018

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1)(a) Name City, State, County	(2). Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (Include names of other subsidiaries)	(3)(c) Title and Position with other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (incl name of Subsidiary)	(4)(c) List name of other companies (incl partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held
David Kirk Midland, Texas, Midland	N/A	Director & CEO	Director & Chairman of the Board Bank of Texas	Dogwood Timber, VP CK Gas & Oil, Manager BKDK, LP, Member CK Oil Properties, Manager DK Farms, Inc., Owner JD Kirk, LLC, Owner TAC, Ltd., Member DB Cooper, LLC, Member	22.59%	None	Dogwood Timber Company, 50% CK Gas & Oil, 50% BKDK, LP, 50% CK Oil Properties, 50% DK Farms, Inc., 100% J.D. Kirk, LLC, 100% MRDK, LLC., 50% DB Cooper, LLC, 50% TAC, Ltd., 45%
Ed Runyan Midland, Texas, Midland	Oil & Gas	Director	Director Bank of Texas	Texon Oil Co., Inc., Pres. Honolulu Oil, VP GEE Equipment, VP Seaboard Operating Co., Operation Manager	2.09%	None	Texon Oil Co., Inc., 38% GEE Equipment, 33%
Ray Owen El Paso, Texas, El Paso	N/A	Director, President	Director, President Bank of Texas	Que Cute Style LLC, Manager Owen Family Show Pigs LLC, Manager Owen Family Real Estate - 10201 Alameda LLC, Manager	0.42%	None	Que Cute Style LLC, 33.33% Owen Family Show Pigs LLC, 50% Owen Family Real Estate-10201 Alameda LLC, 50%
Richard A. Jennings Midland, Texas, Midland	Oil & Gas	Director	Director Bank of Texas	AOI II, NSC, Owner Cheyenne Gas Partners, Owner Atlantic Partners, Owner Atlantic Resources Holding Co., LLC, Sr. Advisor Atlantic Resources Company., LLC, Sr. Advisor Atlantic Resources II Holding Co., LLC, Sr. Advisor Atlantic Resources II Interest, LLC, Sr. Advisor	0.42%	None	AOI II, NSC, 100% Cheyenne Gas Partners, 100% Atlantic Partners, 99%
Joe Kim King Brady, Texas	Banking	Director	Director Bank of Texas	Texas Country Bancshares, Inc., Chmn/Director Brady National Bank/Chmn of the Board/Trust Officer/Director FNB, Ballinger, Chairman/Director Citizens Bank, Abilene, Director King, Stone, Scovell, Ltd., Gen Mgr JKK Ranch LLC, General Partner/Manager	0.06%	None	Texas Country Bancshares, Inc., 29.17% Kimike, Ltd., 50% King Stone Scovell Ltd., Family Limited Partnership, 26% JKK Ranch LLC, 100%
Bill Kirk Midland, Texas, Midland	CPA, Farm interests	Director	Director Bank of Texas	BKDK, LP, Manager Dogwood Timber, President TAC, Ltd., Member DB Cooper, LLC, Member BKNK, LLC, Member Kirk & Company CPAs' Member Five Fingers LLC Member Twin Oaks Endeavors, LLC Member Jeff & DeeAnn Salehi Trust, Trustee	8.37% 10.04%	None	BKDK, LP, 50% Dogwood Timber, 50% DB Cooper, LLC, 50% TAC, Ltd., 45% BKNK, LLC, 100% Kirk & Company 51% Five Fingers LLC 100% Twin Oaks Endeavors, LLC 50%
Kevin Blonkvist Midland, Texas, Midland	Investment Management	NA	NA	RBC Wealth, Managing Director, Branch Manager, SVP Nashland, Managing Partner Washerboyworkerworker, Managing Partner JK Royalty, Managing Partner Wishbone Water, Managing Partner JK Cattle, Managing Partner			RBC Wealth, 25% Nashland, 25% Washerboyworkerworker, 25% JK Royalty, 25% Wishbone Water, 25% JK Cattle, 25%

(1)(a) Name City, State, County	(2). Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (Include names of other subsidiaries)	(3)(c) Title and Position with other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (incl name of Subsidiary)	(4)(c) List name of other companies (incl partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held
				KJ Inc., Managing Partner			KJ Inc., 25%
				Jeff & DeeAnn Salehi Trust, Trustee	10.04%		
				Cameron Salehi Trust, Trustee	2.51%		