

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, Jarrod Beck

Name of the Holding Company Director and Official

Director and 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

2.26.19

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

NA

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

Reporter's Name, Street, and Mailing Address

UTB Financial Holding Company

Legal Title of Holding Company

13101 Preston Road, Suite 200

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

<u>Dallas</u>	<u>TX</u>	<u>75240</u>
City	State	Zip Code

same

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Donna Kaye CFO

Name Title

469-828-4250

Area Code / Phone Number / Extension

972-239-4267

Area Code / FAX Number

dkaye@utb.com

E-mail Address

NA

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

Is confidential treatment requested for any portion of this report submission? =No =Yes 1

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.

<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> <hr/>
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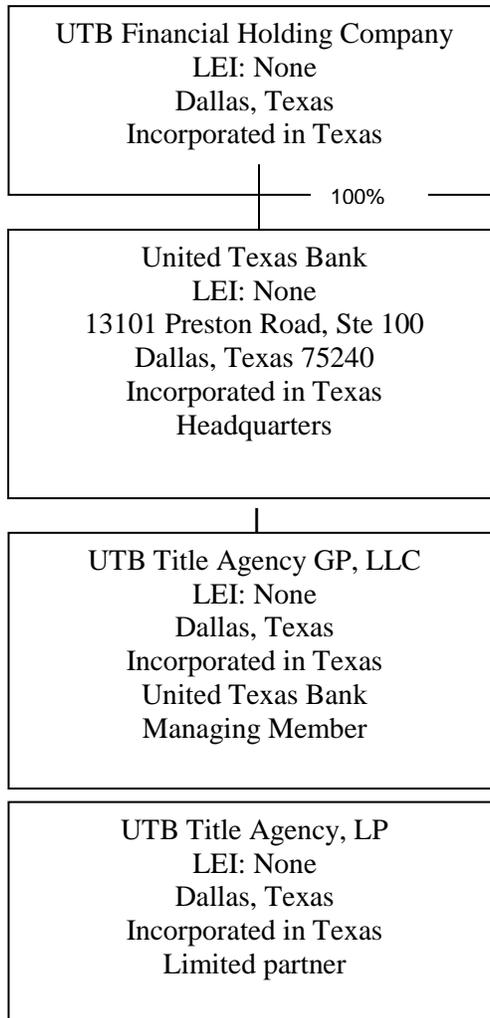
ANNUAL REPORT OF HOLDING COMPANIES - FR Y-6

**UTB Financial Holding Company
Dallas, Texas
Fiscal Year Ending December 31, 2018**

Report Items

1. UTB Financial Holding Company does not prepare an annual report for its securities holders and is not registered with the SEC. Pursuant to the Federal Reserve Bank at Dallas, one original FR Y-6 is enclosed herewith.

2a. Organizational Chart



2b. The current domestic branch listing with the Federal Reserve is accurate.

Form FR Y-6

UTB Financial Holding Company
 Dallas, Texas
 Fiscal Year Ending December 31, 2018

Public Volume I

Report Item 3: Securities Holders

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 & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Jeffrey L. Beck Dallas, Texas, USA	USA	425,478-58.49% Common Stock	N/A	N/A	N/A
Greentree 2012 Trust- Rosemary Papa, Trustee Dallas, Texas, USA	USA	100,000- 13.75% Common Stock			
Blackbriar 2012 Trust- Rosemary Papa, Trustee Dallas, Texas, USA	USA	100,000-13.75% Common Stock			
Redbird 2012 Trust- Rosemary Papa, Trustee Dallas, Texas, USA	USA	100,000-13.75% Common Stock			

Form FR Y-6

UTB Financial Holding Company
Dallas, Texas
Fiscal Year Ending December 31, 2018
Public Volume I

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 Bank Holding Company	Title & Position with Bank 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 Bank 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)
Jeffrey L. Beck Dallas, Texas, USA	Real Estate and Oil Investor Banker	Chairman; Secretary; Treasurer, Director	Chairman (United Texas Bank)	See Confidential Volume II	58.49%	N/A	See Confidential Volume II
Jarrod S. Beck Dallas, Texas, USA	Investor Banker	President; Director	CEO Director (United Texas Bank)	See Confidential Volume II	0.00%	N/A	N/A
Scott N. Beck Dallas, Texas, USA	Investor Real Estate	Chief Executive Officer, Director	Director (United Texas Bank)	See Confidential Volume II	0.00%	N/A	N/A
Rosemary Papa, Trustee, Blackbriar 2012 Trust, Greentree 2012 Trust, Redbird 2012 Trust, Dallas, Texas, USA	Administrative Assistant, Beck Properties, Inc. Principal Securities Holder		N/A	N/A	41.25%	N/A	N/A

Results: A list of branches for your depository institution: UNITED TEXAS BANK (ID_RSSD: 726953).
 This depository institution is held by UTB FINANCIAL HOLDING COMPANY (2378529) of DALLAS, TX.
 The data are as of 12/31/2018. Data reflects information that was received and processed through 03/01/2019.

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.

Action

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 Procedures

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 UNIFORM 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 UNIFORM#	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK	12.31.15	Full Service (Head Office)	726953	UNITED TEXAS BANK	13101 PRESTON ROAD, SUITE 100	DALLAS	TX	75240	DALLAS	UNITED STATES	35350		O	UNITED TEXAS BANK	726953
OK	12.31.15	Full Service	4916725	MERT TOWER BRANCH	12222 MERT DRIVE, SUITE 100	DALLAS	TX	75251	DALLAS	UNITED STATES	Not Required	Not Required		UNITED TEXAS BANK	726953