

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

December 31, 2018

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Texas Citizens Bancorp, Inc.

Legal Title of Holding Company

4949 Fairmont Parkway

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

Pasadena

TX

77505

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Duncan Stewart

Chairman & CEO

Name

Title

713-948-5727

Area Code / Phone Number / Extension

713-945-5728

Area Code / FAX Number

duncan@texascitizensbank.com

E-mail Address

N/A

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

I, **Duncan Stewart**

Name of the Holding Company Director and Official

Chairman & CEO

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

08/23/2019

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. _____

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

City State Zip Code

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City State Zip Code

Physical Location (if different from mailing address)

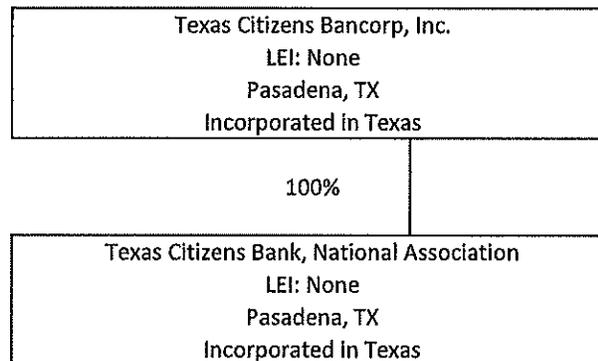
FR Y-6

Texas Citizens Bancorp, Inc.
Pasadena, Texas
Fiscal Year Ending December 31, 2018

Report Item

1: The bank holding company does not prepare an annual report for its securities holders and is not registered with the SEC.

2a: Organization Chart



2b: Attached

Results: A list of branches for your depository institution: **TEXAS CITIZENS BANK, NATIONAL ASSOCIATION (ID: RSSD: 3440830)**.
 This depository institution is held by **TEXAS CITIZENS BANKCORP, INC. (4895566)** of **PASADENA, TX**.
 The data are as of **12/31/2014**. Data reflects information that was received and processed through **01/06/2015**.

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 emailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Notes:

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://fcdonline.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	Country	FDIC UNINUM*	Office Number*	Head Office	ID_RSSD*	Comments
OK		Full Service (Head Office)	3440830	TEXAS CITIZENS BANK, NATIONAL ASSOCIATION	6949 FAIRMONT PARKWAY	PASADENA	TX	77505	UNITED STATES	Not Required	Not Required	TEXAS CITIZENS BANK, NATIONAL ASSOCIATION	3440830	
OK		Full Service	4170998	BAYTOWN BRANCH	507 WEST BAKER ROAD	BAYTOWN	TX	77521	UNITED STATES	Not Required	Not Required	TEXAS CITIZENS BANK, NATIONAL ASSOCIATION	3440830	
OK		Full Service	3663901	CLEAR LAKE BRANCH	14620 HIGHWAY 3 SUITE 100	HOUSTON	TX	77598	UNITED STATES	Not Required	Not Required	TEXAS CITIZENS BANK, NATIONAL ASSOCIATION	3440830	
OK		Full Service	4250998	NASA PARKWAY BRANCH	3800 NASA PARKWAY	HOUSTON	TX	77558	UNITED STATES	Not Required	Not Required	TEXAS CITIZENS BANK, NATIONAL ASSOCIATION	3440830	
OK		Full Service	4134997	ROSENBERG BRANCH	24701 SOUTHWEST FREEWAY, SUITE 700	ROSENBERG	TX	77471	UNITED STATES	Not Required	Not Required	TEXAS CITIZENS BANK, NATIONAL ASSOCIATION	3440830	
OK		Full Service	4132997	WEST UNIVERSITY BRANCH	3836 RICE BOULEVARD	WEST UNIVERSITY PLACE	TX	77505	UNITED STATES	Not Required	Not Required	TEXAS CITIZENS BANK, NATIONAL ASSOCIATION	3440830	

Form FR Y-6

Texas Citizens Bancorp, Inc.
Pasadena, TX
Fiscal Year Ending December 31, 2018

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 12-31-2016			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 12-31-2016		
(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
Duncan W Stewart Houston TX USA	USA	189,681 shares Common Stock - 7% 68,000 Options - 2%	N/A		

Texas Citizens Bancorp, Inc.
Pasadena, TX
Fiscal Year Ending December 31, 2018

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)
Duncan W Stewart Houston, TX USA	N/A	Chairman & CEO	Chairman & CEO (Texas Citizens Bank) President - (TC Holdings LLC)	President & Director - Zoom BBC, Inc. General Partner - TCB Family Investments, LP Vice President & Director - Citizens Realty Co., Inc.	9%	None	Zoom BBC, Inc. - 25%
Michael L Cornett Houston, TX USA	N/A	Director & President	Director & President (Texas Citizens Bank) Vice President (TC Holdings LLC)	Manager - Storage Corral LLC	3%	None	Storage Corral - 50%
Tom M Watson Deer Park TX USA	N/A	Director, Vice President, Secretary & Treasurer	Director, Regional President & Chief Lending Officer (Texas Citizens Bank) Vice President & Secretary (TC Holdings LLC)	President, Managing Member - Clear Lake Capital, LLC	2%	None	Clear Lake Capital, LLC - 80%

Texas Citizens Bancorp, Inc.
Pasadena, TX
Fiscal Year Ending December 31, 2018

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)
Mike Bowman Houston, TX USA	Manufacturing	Director	Director (Texas Citizens Bank)	President - Hunt & Hunt, Ltd.	1%	None	Hunt & Hunt, Ltd. - 100%
Kenneth A Love Houston TX USA	Attorney	Director	Director (Texas Citizens Bank)	Limited Partner - Love Partnership Interest, LP	2%	None	Love Partnership Interests, LP - 87%
				Managing Member - Love Enterprises, LLC			Love Enterprises, LLC - 92%
				Member - G.P. Wayside, LLC			G.P. Wayside, LLC - 33%
				Member - Circle L Cattle Co., LLC			Circle L Cattle Co., LLC - 95%
				Shareholder Officer - Kenneth A Love PC			Kenneth A Love, PC - 100%
				Member - JL Interests, LLC			JL Interests, LLC - 25%
				Vice President - GAR Co. d/b/a Copper State Rubber, Inc.			Rio Brazos Land Co., LLC - 100%
				Limited Partner - CWK Group, LP			CWK Group, LP - 33.3%

Texas Citizens Bancorp, Inc.
Pasadena, TX
Fiscal Year Ending December 31, 2018

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)
Dr. George Dempsey Houston TX USA	Consulting	Director	Director (Texas Citizens Bank)	Member - Rio Brazos Land Co., LLC	3%	None	Oxnard Investments Inc. - 100%
				President - GPPL Inc.			GPPL Inc. - 100%
				President - The Impact Consulting Group, LLC			The Impact Consulting Group, LLC - 100%
				President - Corporate Psychology Inc.			Corporate Psychology Inc. - 100%
				Vice President - Wassar Logistics Holdings, LLC			
				President - Dempsey Family Partnership			Dempsey Family Partnership - 49%
				CEO - Uber Holdings			Uber Holdings - 42.5%
				CEO - Uber Business Capital			Uber Business Capital - 42.5%

Texas Citizens Bancorp, Inc.
Pasadena, TX
Fiscal Year Ending December 31, 2018

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 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)	Percentage of Voting Securities held	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)
				CEO - Uber Trade Credit LLC			Uber Trade Credit - 42.5%