

D2 ALLIANCES, LLC
3000 ALTAMESA BLVD., SUITE 300
FORT WORTH, TEXAS 76133

March 28, 2019

Federal Reserve Bank of Dallas
NIC Unit, Statistics Department
P.O. Box 655906
Dallas, Texas 75265-5906

Gentlemen:

Our "Annual Report of Bank Holding Companies," FR Y-6 filing is comprised of the following:

- | | |
|-----------------|--|
| Report item 1a: | Not required; not registered with the SEC. |
| Report item 1b: | We are submitting financial statements for the top-tier bank holding company, D2 Alliances, LLC, and the intermediate bank holding company: Grandview Bancshares, Inc. |
| Report item 2a: | We are submitting an organization chart of our bank holding company organization. The supplemental information required does not apply. |
| Report item 2b: | We are submitting a Domestic Branch Listing. |
| Report item 3: | We are submitting a schedule of the owners/shareholders owning or controlling 5% or more of D2 Alliances, LLC and Grandview Bancshares, Inc. |
| Report item 4: | We are submitting a schedule of principal shareholders, owners, directors, and officers of D2 Alliances, LLC, and Grandview Bancshares, Inc. |

Sincerely yours,



Robert Stewart
Vice President

Enclosures

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, Robert Stewart

Name of the Holding Company Director and Official

Vice 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

N/A

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

Reporter's Name, Street, and Mailing Address

D2 Alliances, LLC

Legal Title of Holding Company

c/o Grandview Bank, P.O. Box 449

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

Grandview TX 76050

City State Zip Code

3000 Altamesa Blvd. Suite 300, Fort Worth, Tx 73133

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert Stewart Vice President

Name Title

817-866-3316

Area Code / Phone Number / Extension

817-866-2821

Area Code / FAX Number

rstewart@grandviewbank.com

E-mail Address

N/A

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

Is confidential treatment requested for any portion of this report submission?	0=No 1=Yes	<input type="checkbox"/> <input checked="" type="checkbox"/>
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	<input type="checkbox"/>	
2. a letter justifying this request has been provided separately ...	<input type="checkbox"/>	
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.

Grandview Bancshares, Inc.
Legal Title of Subsidiary Holding Company

P.O. Box 449
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Grandview TX 76050
City State Zip Code

105 Criner, Grandview, Tx 76050
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

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

City State Zip Code

Physical Location (if different from mailing address)

D2 ALLIANCES, LLC
ANNUAL REPORT - FR Y-6

REPORT ITEM 2a
ORGANIZATION CHART

AS OF DECEMBER 31, 2018

D2 ALLIANCES, LLC., FORT WORTH, TEXAS
INCORPORATED IN TEXAS

100.00%

GRANDVIEW BANCSHARES, INC., GRANDVIEW, TEXAS
INCORPORATED IN TEXAS

100.00%

GRANDVIEW BANK, GRANDVIEW, TEXAS
INCORPORATED IN TEXAS

No entity listed above has an LEI number.

**D2 ALLIANCES, LLC
(PARENT ONLY)**

FINANCIAL STATEMENTS

DECEMBER 31, 2018

Together With Accountant's Compilation
Report Thereon

Gilliam, Wharram & Co., P.C.
Certified Public Accountants

GILLIAM, WHARRAM & CO., P.C.

CERTIFIED PUBLIC ACCOUNTANTS

107 WESTMEADOW DR. • P.O. BOX 118
CLEBURNE, TEXAS 76033 • (817) 641-2274
FAX (817) 641-2474

ACCOUNTANT'S COMPILATION REPORT

To Management
D2 Alliances, LLC
Fort Worth, Texas

Management is responsible for the accompanying financial statements of D2 Alliances, LLC (a single-member limited liability company), which comprise the statement of financial position as of December 31, 2018, and the related statements of operations, changes in member's equity, and cash flows for the twelve month period then ended in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or the completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

Management has elected to omit substantially all of the disclosures required by accounting principles generally accepted in the United States of America. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Company's financial position, results of operations, and cash flows. Accordingly, the financial statements are not designed for those who are not informed about such matters.

Gilliam, Wharram & Co., P.C.

Gilliam, Wharram & Co., P.C.
February 11, 2019



D2 ALLIANCES, LLC

(PARENT ONLY)

STATEMENT OF FINANCIAL POSITION

DECEMBER 31, 2018

ASSETS

CASH	\$ 356,276
SECURITIES	2,022,089
INVESTMENT IN SUBSIDIARY – 162,880 shares (100%) of Grandview Bancshares, Inc. common stock (at equity in net assets)	<u>29,897,909</u>
TOTAL ASSETS	<u>\$ 32,276,274</u>

LIABILITIES AND MEMBER'S EQUITY

LIABILITIES	\$ -
MEMBER'S EQUITY (includes unrealized loss – bank and other securities of \$1,550,713)	<u>32,276,274</u>
TOTAL LIABILITIES AND MEMBER'S EQUITY	<u>\$ 32,276,274</u>

SEE ACCOUNTANT'S COMPILATION REPORT.

D2 ALLIANCES, LLC

(PARENT ONLY)

STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2018

INCOME:	
Interest and dividend income	\$ 51,787
Gain on sale of securities	<u>109,422</u>
Total Income	<u>161,209</u>
EXPENSES: Administrative	<u>10,365</u>
Total Expenses	<u>10,365</u>
NET INCOME BEFORE EQUITY IN UNDISTRIBUTED EARNINGS OF SUBSIDIARY	150,844
Equity in undistributed earnings of subsidiary –Grandview Bancshares, Inc.	<u>3,187,296</u>
NET INCOME	<u>\$ 3,338,140</u>
Other Comprehensive Income:	
Change in unrealized gain (loss) – Schwab securities	(293,215)
Change in unrealized gain (loss) - Bank securities	<u>(522,635)</u>
TOTAL COMPREHENSIVE INCOME	<u>\$ 2,522,290</u>

SEE ACCOUNTANT'S COMPILATION REPORT.

D2 ALLIANCES, LLC.

(PARENT ONLY)

STATEMENT OF CHANGES IN MEMBER'S EQUITY
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2018

BEGINNING MEMBER'S EQUITY, JANUARY 1	<u>\$ 29,753,984</u>
Net income	3,338,140
Member contribution	-
Change in unrealized gain (loss) – Schwab securities	(293,215)
Change in unrealized gain (loss) - Bank securities	<u>(522,635)</u>
Net increase in member's equity	<u>2,522,290</u>
ENDING MEMBER'S EQUITY, DECEMBER 31	<u><u>\$ 32,276,274</u></u>

SEE ACCOUNTANT'S COMPILATION REPORT.

D2 ALLIANCES, LLC

(PARENT ONLY)

STATEMENT OF CASH FLOWS

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2018

OPERATING ACTIVITIES	
Net income	\$ 3,338,140
Adjustments to reconcile net income to net cash provided by operating activities:	
Decrease in due from Grandview Bank	302,228
Undistributed earnings of subsidiary	<u>(3,187,297)</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>453,071</u>
INVESTING ACTIVITIES	
Purchase of securities	<u>(181,007)</u>
NET CASH USED BY INVESTING ACTIVITIES	<u>(181,007)</u>
INCREASE IN CASH	272,064
Cash at beginning of period	<u>84,212</u>
CASH AT END OF PERIOD	<u>\$ 356,276</u>

SEE ACCOUNTANT'S COMPILATION REPORT.

**GRANDVIEW BANCSHARES, INC.
(PARENT ONLY)**

FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

Together With Accountant's Compilation
Report Thereon

Gilliam, Wharram & Co., P.C.
Certified Public Accountants

GILLIAM, WHARRAM & CO., P.C.

CERTIFIED PUBLIC ACCOUNTANTS

107 WESTMEADOW DR. • P.O. BOX 118
CLEBURNE, TEXAS 76033 • (817) 641-2274
FAX (817) 641-2474

ACCOUNTANT'S COMPILATION REPORT

To the Board of Directors
Grandview Bancshares, Inc.
Grandview, Texas

Management is responsible for the accompanying financial statements of Grandview Bancshares, Inc., (a Corporation) which comprise the balance sheets as of December 31, 2018 and 2017, and the related statements of income and comprehensive income, changes in shareholder's equity, and cash flows for years then ended in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or the completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

Management has elected to omit substantially all of the disclosures required by accounting principles generally accepted in the United States of America. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Company's financial position, results of operations, and cash flows. Accordingly, the financial statements are not designed for those who are not informed about such matters.

Gilliam, Wharram & Co., P.C.

Gilliam, Wharram & Co., P.C.
January 29, 2019



GRANDVIEW BANCSHARES, INC.

(PARENT ONLY)

BALANCE SHEETS

DECEMBER 31, 2018 AND 2017

ASSETS

	<u>2018</u>	<u>2017</u>
CASH	\$ 134,860	\$ 33,440
RECOVERABLE INCOME TAX BENEFIT DUE FROM GRANDVIEW BANK	-	129,194
	180,713	-
INVESTMENT IN SUBSIDIARY – 110,927 shares (100%) of Grandview Bank common stock; Equity in net assets	18,815,697	16,272,761
Goodwill	<u>11,100,077</u>	<u>11,100,077</u>
	<u>29,915,774</u>	<u>27,372,838</u>
 TOTAL	 <u>\$ 30,231,347</u>	 <u>\$ 27,535,472</u>

LIABILITIES AND SHAREHOLDER'S EQUITY

LIABILITIES		
Due to D2 Alliances, LLC	\$ -	\$ 302,228
Deferred tax liability	194,251	-
Income tax payable	<u>139,190</u>	<u>-</u>
 Total Liabilities	 <u>333,441</u>	 <u>302,228</u>
 SHAREHOLDER'S EQUITY:		
Common Stock-\$1.00 par value, 1,000,000 shares authorized; 162,880 shares issued and outstanding	162,880	162,880
Paid-in capital in excess of par	12,849,440	12,849,440
Retained earnings	18,143,084	14,955,788
Accumulated other comprehensive income: Unrealized gain(loss) - bank securities	<u>(1,257,498)</u>	<u>(734,864)</u>
 Total Shareholder's Equity	 <u>29,897,906</u>	 <u>27,233,244</u>
 TOTAL	 <u>\$ 30,231,347</u>	 <u>\$ 27,535,472</u>

SEE ACCOUNTANT'S COMPILATION REPORT

GRANDVIEW BANCSHARES, INC.

(PARENT ONLY)

STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
INCOME:		
Dividend income	\$ 302,228	\$ 1,429,140
Total Income	<u>302,228</u>	<u>1,429,140</u>
EXPENSES:		
General and administrative	41,194	26,760
Merger expense	<u>-</u>	<u>796,396</u>
Total Expenses	<u>41,194</u>	<u>823,156</u>
NET INCOME BEFORE INCOME TAXES AND EQUITY IN UNDISTRIBUTED EARNINGS OF SUBSIDIARY	261,034	605,984
Deferred tax expense	194,251	-
Federal income taxes (credit)	<u>(54,943)</u>	<u>(140,222)</u>
NET INCOME BEFORE EQUITY IN UNDISTRIBUTED EARNINGS OF SUBSIDIARY	121,726	746,206
Equity in undistributed earnings of subsidiary- Grandview Bank	<u>3,065,570</u>	<u>(11,195)</u>
NET INCOME	<u>\$ 3,187,296</u>	<u>\$ 735,011</u>
Other Comprehensive Income:		
Change in unrealized gain (loss) - Bank securities, net of tax of \$138,928 and \$9,498, respectively	<u>(522,634)</u>	<u>18,436</u>
Total Comprehensive Income	<u>\$ 2,664,662</u>	<u>\$ 753,447</u>

SEE ACCOUNTANT'S COMPILATION REPORT

GRANDVIEW BANCSHARES, INC.

(PARENT ONLY)

STATEMENTS OF CHANGES IN SHAREHOLDER'S EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

2018	COMMON SHARES	STOCK AMOUNT	PAID IN CAPITAL IN EXCESS OF PAR	RETAINED EARNINGS	UNREALIZED GAIN (LOSS) SECURITIES	TOTAL
Balance January 1, 2018	162,880	\$ 162,880	\$ 12,849,440	\$ 14,955,788	\$ (734,864)	\$ 27,233,244
Net income				3,187,296		3,187,296
Dividends paid				-		-
Change in unrealized gain (loss) – securities					(522,634)	(522,634)
Balance December 31, 2018	<u>162,880</u>	<u>\$ 162,880</u>	<u>\$ 12,849,440</u>	<u>\$ 18,143,084</u>	<u>\$ (1,257,498)</u>	<u>\$ 29,897,906</u>
<u>2017</u>						
Balance January 1, 2017	162,880	\$ 162,880	\$ 1,749,363	\$ 15,109,917	\$ (753,300)	\$ 16,268,860
Net income				735,011		735,011
Dividends paid				(889,140)		(889,140)
Additional investment, D2 Alliance, LLC, October 1, 2017			11,100,077			11,100,077
Change in unrealized gain (loss) – securities					18,436	18,436
Balance December 31, 2017	<u>162,880</u>	<u>\$ 162,880</u>	<u>\$ 12,849,440</u>	<u>\$ 14,955,788</u>	<u>\$ (734,864)</u>	<u>\$ 27,233,244</u>

SEE ACCOUNTANT'S COMPILATION REPORT

GRANDVIEW BANCSHARES, INC.

(PARENT ONLY)

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
OPERATING ACTIVITIES		
Net income	\$ 3,187,296	\$ 735,011
Adjustments to reconcile net income to net cash provided by operating activities:		
Recoverable income tax benefit	129,194	(129,194)
Due from Grandview Bank	(180,713)	
Due to D2 Alliance, LLC	(302,228)	302,228
Deferred tax liability	194,251	-
Income tax payable	139,190	-
Undistributed earnings of subsidiary	<u>(3,065,570)</u>	<u>11,195</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>101,420</u>	<u>919,240</u>
FINANCING ACTIVITIES		
Common stock dividends	<u>-</u>	<u>(889,140)</u>
NET CASH USED BY FINANCING ACTIVITIES	<u>-</u>	<u>(889,140)</u>
INCREASE IN CASH	101,420	30,100
Cash at beginning of period	<u>33,440</u>	<u>3,340</u>
CASH AT END OF PERIOD	<u>\$ 134,860</u>	<u>\$ 33,440</u>

SEE ACCOUNTANT'S COMPILATION REPORT

D2 Alliances, LLC
ANNUAL REPORT FR Y-6

D2 Alliances, LLC
Fort Worth, Texas
December 31, 2018

Report Item 3: Owners

Current Owners with ownership or control of 5% or more with power to vote as of fiscal year ending December 31, 2018	Owners not listed in 3(1)(a) through (3)(1)(c) that had ownership or control of 5% or more with power to vote during the fiscal year ending December 31, 2018 (but not at fiscal year-end)
(1)(a) Name & Address (City, State, Country)	(2)(a) Name & Address (City, State, Country)
(1)(b) Country of Citizenship or Incorporation	(2)(b) Country of Citizenship or Incorporation
(1)(c) Percentage Owned, Controlled or Held with Power to Vote	(2)(c) Percentage Owned, Controlled or Held with Power to Vote
David Shanks Fort Worth, Texas, USA United States 100% (1,000)	None

D2 Alliances, LLC
ANNUAL REPORT FR Y-6

Grandview Bancshares, Inc.
Grandview, Texas
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 December 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 December 31, 2018 (but not at fiscal year-end)		
(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
David Shanks Fort Worth, Texas, USA	United States	162,880 - 100% Common Stock	None		

D2 ALLIANCES, LLC
ANNUAL REPORT FR Y-6

D2 Alliances, LLC
Fort Worth, Texas
December 31, 2018

Report Item 4: Insiders

(1) Name & Address (City, State, Country)	(2) Principal Occupation, if other than with holding company	(3)(a) Title/Position with holding company	(3)(b) Title/Position with Subsidiaries (including subsidiary name)	(3)(c) Title/Position with Other Businesses (including business name)	(4)(a) Percentage of Voting Securities in holding company	(4)(b) Percentage of Voting Securities in Subsidiaries (including subsidiary name)	(4)(c) Percentage of Voting Securities in any other co. (including co. name) if ≥ 25%
David Shanks Fort Worth, Texas USA	Investor	Manager/Owner	Director (Grandview Bancshares, Inc.) Director (Grandview Bank)	Manager (Airview Wireless, LLC) President (AleEv, Inc.) Limited Partner (Alta 3000, LP) Limited Partner (Alta Burl, LP) Limited Partner (Alta CCC, LP) Limited Partner (Alta Exploration, LP) Manager (ARCR16, LLC) Manager (Bayside Wireless, LLC) Manager (Bayview Wireless, LLC) Manager (Calmview Wireless, LLC) Limited Partner (Capitol Wireless, LP) Manager (Carmen Commercial, LLC) Limited Partner (Carmen Properties, LP) Manager (Carolina Wireless, LLC) Manager (Castaway Lodge, LP) Manager (CC1 Partners, LLC) President (Cellular City, Inc.) Manager (Cellular City, Ltd.) President (Cellular World Corp.) Manager (Cellular World Management, LLC) President (Cellular World, Inc.)	100%	100% (Grandview Bancshares, Inc.)	100% (Airview Wireless, LLC) 100% (AleEv, Inc.) 100% (Alta 3000, LP) 100% (Alta Burl, LP) 100% (Alta CCC, LP) 100% (Alta Exploration, LP) 100% (ARCR16, LLC) 100% (Bayside Wireless, LLC) 100% (Bayview Wireless, LLC) 100% (Calmview Wireless, LLC) 100% (Capitol Wireless, LP) 100% (Carmen Commercial, LLC) 100% (Carmen Properties, LP) 100% (Carolina Wireless, LLC) 100% (Castaway Lodge, LP) 100% (CC1 Partners, LLC) 100% (Cellular City, Inc.) 100% (Cellular City, Ltd.) 100% (Cellular World Corp.) 100% (Cellular World Management, LLC) 100% (Cellular World, Inc.)

Report Item 4: Insiders (Continued)

(1) Name & Address (City, State, Country)	(2) Principal Occupation, if other than with holding company	(3)(a) Title/Position with holding company	(3)(b) Title/Position with Subsidiaries (including subsidiary name)	(3)(c) Title/Position with Other Businesses (including business name)	(4)(a) Percentage of Voting Securities in holding company	(4)(b) Percentage of Voting Securities in Subsidiaries (including subsidiary name)	(4)(c) Percentage of Voting Securities in any other co. (including co. name) if ≥ 25%
David Shanks Fort Worth, Texas USA (Continued)				Manager (Lakeview Wireless, LLC) President (M&M Wireless Enterprises, Inc.) Manager (Main Terraces, LLC) Manager (MISSCR16, LLC) Manager (MOCR16, LLC) Manager (Mountainview Wireless, LLC) Manager (My Clip, LLC) Manager (Newwave Wireless, LLC) Manager (Northern Outdoors, LLC) Manager (Northern Wireless, LLC) Manager (OBC Wireless, LLC) Manager (Oceanview Wireless, LLC) Manager (OKCR16, LLC) Limited Partner (One Wireless Solution, LP) Manager (Optimum Now, LLC) Manager (OZH, LLC) Manager (Pleasant Valley Ranch, LLC) Director (Psalm 25:10 Foundation) Manager (Quail Flats Properties, LP) Manager (Quail River Properties, LLC) President (Quail Valley Properties, Ltd.) Manager (Riverton Properties, LLC) Manager (Roanoke Center, LLC) President (Signatel Telephone Corp.)			100% (Lakeview Wireless, LLC) 100% (M&M Wireless Enterprises, Inc.) 100% (Main Terraces, LLC) 100% (MISSCR16, LLC) 100% (MOCR16, LLC) 100% (Mountainview Wireless, LLC) 100% (My Clip, LLC) 100% (Newwave Wireless, LLC) 100% (Northern Outdoors, LLC) 100% (Northern Wireless, LLC) 100% (OBC Wireless, LLC) 100% (Oceanview Wireless, LLC) 100% (OKCR16, LLC) 100% (One Wireless Solution, LP) 100% (Optimum Now, LLC) 100% (OZH, LLC) 100% (Pleasant Valley Ranch, LLC) 100% (Psalm 25:10 Foundation) 100% (Quail Flats Properties, LP) 100% (Quail River Properties, LLC) 100% (Quail Valley Properties, Ltd.) 100% (Riverton Properties, LLC) 100% (Roanoke Center, LLC) 100% (Signatel Telephone Corp.)

Report Item 4: Insiders (Continued)

(1) Name & Address (City, State, Country)	(2) Principal Occupation, if other than with holding company	(3)(a) Title/Position with holding company	(3)(b) Title/Position with Subsidiaries (including subsidiary name)	(3)(c) Title/Position with Other Businesses (including business name)	(4)(a) Percentage of Voting Securities in holding company	(4)(b) Percentage of Voting Securities in Subsidiaries (including subsidiary name)	(4)(c) Percentage of Voting Securities in any other co. (including co. name) if ≥ 25%
David Shanks Fort Worth, Texas USA (Continued)				President (Skyline Ridge Corp.) Manager (Southwest Wireless, LLC) Manager (Sunvalley Wireless, LLC) Manager (Timeline Wireless, LLC) Manager (TXCR16, LLC) Manager (Unified Electric, LLC) Manager (Upstate PCS, LLC) Limited Partner (Upstate Wireless, LP) Manager (Verizan Properties, LLC) Manager (Voicecast, LP) Manager (VOIP World, LLC) Manager (Waterview Wireless, LLC) Manager (We SeeFive, Ltd.) Manager (Wireless Image, LP) Manager (Wireless Mission, LP) Manager (Wireless Now of Arkansas, LLC) Limited Partner (Wireless Now, LP) Manager (Wireless View PCS, LLC) Manager (WTEX PCS, LP) President (3000 Energy Corp.) Manager (Eyesight Holding Co, LLC) Manager (Kenai Leasing, LLC) Manager (MCP18, LLC) Manager (Salado Hams, LLC)			100% (Skyline Ridge Corp.) 100% (Southwest Wireless, LLC) 100% (Sunvalley Wireless, LLC) 100% (Timeline Wireless, LLC) 100% (TXCR16, LLC) 100% (Unified Electric, LLC) 100% (Upstate PCS, LLC) 100% (Upstate Wireless, LP) 100% (Verizan Properties, LLC) 100% (Voicecast, LP) 100% (VOIP World, LLC) 100% (Waterview Wireless, LLC) 100% (We SeeFive, Ltd.) 100% (Wireless Image, LP) 100% (Wireless Mission, LP) 100% (Wireless Now of Arkansas, LLC) 100% (Wireless Now, LP) 100% (Wireless View PCS, LLC) 100% (WTEX PCS, LP) 100% (3000 Energy Corp.) 100% (Eyesight Holding Co, LLC) 100% (Kenai Leasing, LLC) 100% (MCP18, LLC) 100% (Salado Hams, LLC)

Report Item 4: Insiders (Continued)

(1) Name & Address (City, State, Country)	(2) Principal Occupation, if other than with holding company	(3)(a) Title/Position with holding company	(3)(b) Title/Position with Subsidiaries (including subsidiary name)	(3)(c) Title/Position with Other Businesses (including business name)	(4)(a) Percentage of Voting Securities in holding company	(4)(b) Percentage of Voting Securities in Subsidiaries (including subsidiary name)	(4)(c) Percentage of Voting Securities in any other co. (including co. name) if ≥ 25%
David Shanks Fort Worth, Texas USA (Continued)				Manager (McSquare19, LLC) Manager (Slim Books, LLC) President (Countryside Development Corp.)			78% (McSquare19, LLC) 80% (Slim Books, LLC) 50% (Countryside Development Corp.)
Robert Stewart Grandview, Texas USA	Banker	Vice President	Chairman/President/Director (Grandview Bancshares, Inc.) Chairman/President/C.E.O. (Grandview Bank)	Director (AGE Manufacturing, Inc) President (DZS Investments)	None	None	100% (DZS Investments)

D2 ALLIANCES, LLC
ANNUAL REPORT FR Y-6

Grandview Bancshares, Inc.
Grandview, Texas
December 31, 2018

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation, if other than with holding company	Title/Position with holding company	Title/Position with Subsidiaries (including subsidiary name)	Title/Position with Other Businesses (including business name)	Percentage of Voting Securities in holding company	Percentage of Voting Securities in Subsidiaries (including subsidiary name)	Percentage of Voting Securities in any other co. (including co. name) if \geq 25%
Martha Bennett Grandview, Texas USA	Retired banker	Director	Director (Grandview Bank)	N/A	None	None	None
Lonny Jones Arlington, Texas USA	Self-employed CPA	Director	Director (Grandview Bank)	Owner (Lonny Jones CPA) President (Jones, Clarke & Company, P.C.) Chairman (Front Street Mortgage, Inc.) President (Micnicon Financial Corp.)	None	None	99% (Jones, Clarke & Company, P.C.) 50% (Front Street Mortgage, Inc.)
Sandy Ledbetter Joshua, Texas USA	Retired banker	Director	Director (Grandview Bank)	N/A	None	None	None
Mike Lehrmann Cleburne, Texas USA	Retired banker	Director	Director (Grandview Bank)	N/A	None	None	None
Cynthia Murdock Austin, Texas USA	Packaging - C.O.B.	Director	Director (Grandview Bank)	Chairman (AGE Manufacturing, Inc.) Principal Shareholder (Craftcorps, Inc.) Partner (Eltzroth Investments, Ltd.)	None	None	25% (Craftcorps, Inc.) 49.99% (Eltzroth Investments, Ltd.)
Barry Smith Fort Worth, Texas USA	Retired banker/ stockbroker	Director	Director (Grandview Bank)	President (Rio Grande Financial Corp.)	None	None	100% (Rio Grande Financial Corp.)

Report Item 4: Insiders (Continued)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation, if other than with holding company	Title/Position with holding company	Title/Position with Subsidiaries (including subsidiary name)	Title/Position with Other Businesses (including business name)	Percentage of Voting Securities in holding company	Percentage of Voting Securities in Subsidiaries (including subsidiary name)	Percentage of Voting Securities in any other co. (including co. name) if ≥ 25%
Robert Stewart Grandview, Texas USA	Banker	Chairman/Pres./ Director	Chairman/Pres./C.E.O. (Grandview Bank)	Director (AGE Manufacturing, Inc) President (DZS Investments)	None	None	100% (DZS Investments)
Brad Evans Cleburne, Texas USA	Retired Banker	Director	Director (Grandview Bank)	N/A	None	None	None
Samantha Edsel Cleburne, Texas USA	Banker	Secretary	Sr. V.P./C.F.O. (Grandview Bank)	N/A	None	None	None
David Shanks Fort Worth, Texas USA	Investor	Director	Director (Grandview Bank)	Manager (Airview Wireless, LLC) President (AleEv, Inc.) Limited Partner (Alta 3000, LP) Limited Partner (Alta Burl, LP) Limited Partner (Alta CCC, LP) Limited Partner (Alta Exploration, LP) Manager (ARCR16, LLC) Manager (Bayside Wireless, LLC) Manager (Bayview Wireless, LLC) Manager (Calmview Wireless, LLC) Limited Partner (Capitol Wireless, LP) Manager (Carmen Commercial, LLC) Limited Partner (Carmen Properties, LP) Manager (Carolina Wireless, LLC) Manager (Castaway Lodge, LP)	100%	None	100% (Airview Wireless, LLC) 100% (AleEv, Inc.) 100% (Alta 3000, LP) 100% (Alta Burl, LP) 100% (Alta CCC, LP) 100% (Alta Exploration, LP) 100% (ARCR16, LLC) 100% (Bayside Wireless, LLC) 100% (Bayview Wireless, LLC) 100% (Calmview Wireless, LLC) 100% (Capitol Wireless, LP) 100% (Carmen Commercial, LLC) 100% (Carmen Properties, LP) 100% (Carolina Wireless, LLC) 100% (Castaway Lodge, LP)

Report Item 4: Insiders (Continued)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation, if other than with holding company	Title/Position with holding company	Title/Position with Subsidiaries (including subsidiary name)	Title/Position with Other Businesses (including business name)	Percentage of Voting Securities in holding company	Percentage of Voting Securities in Subsidiaries (including subsidiary name)	Percentage of Voting Securities in any other co. (including co. name) if \geq 25%
David Shanks Fort Worth, Texas USA (continued)				Manager (CC1 Partners, LLC) President (Cellular City, Inc.) Manager (Cellular City, Ltd.) President (Cellular World Corp.) Manager (Cellular World Management, LLC) President (Cellular World, Inc.) Limited Partner (Chas 1933, LP) Limited Partner (Chas Ranch, LP) Limited Partner (Chas Tenny, LP) President (Clear Link Telephone Corp.) Limited Partner (Connection Now, LP) President (Crown Wireless Corp.) Manager (Current Solar, LLC) Manager (D2 Realty, LLC) Manager (El Paso PCS, LP) Manager (Eyesight AK, LLC) Manager (Eyesight GP, LLC) Manager (Eyesight Management, LLC) Manager (Eyesight Partners, LLC) Manager (Eyesight Ventures, LLC) Manager (Eyesight World, LLC)		100% (CC1 Partners, LLC) 100% (Cellular City, Inc.) 100% (Cellular City, Ltd.) 100% (Cellular World Corp.) 100% (Cellular World Management, LLC) 100% (Cellular World, Inc.) 100% (Chas 1933, LP) 100% (Chas Ranch, LP) 100% (Chas Tenny, LP) 100% (Clear Link Telephone Corp.) 100% (Connection Now, LP) 100% (Crown Wireless Corp.) 100% (Current Solar, LLC) 100% (D2 Realty, LLC) 100% (El Paso PCS, LP) 100% (Eyesight AK, LLC) 100% (Eyesight GP, LLC) 100% (Eyesight Management, LLC) 100% (Eyesight Partners, LLC) 100% (Eyesight Ventures, LLC) 100% (Eyesight World, LLC)	

Report Item 4: Insiders (Continued)

(1) Name & Address (City, State, Country)	(2) Principal Occupation, if other than with holding company	(3)(a) Title/Position with holding company	(3)(b) Title/Position with Subsidiaries (including subsidiary name)	(3)(c) Title/Position with Other Businesses (including business name)	(4)(a) Percentage of Voting Securities in holding company	(4)(b) Percentage of Voting Securities in Subsidiaries (including subsidiary name)	(4)(c) Percentage of Voting Securities in any other co. (including co. name) if \geq 25%
David Shanks Fort Worth, Texas USA (continued)				Manager (Four State Wireless, LLC) Manager (Go Travel, LLC) Manager (Great Lakes PCS, LLC) Manager (Grizzly Ridge, LLC) Manager (JBO Exploration, LP) Limited Partner (Joe's Kitchen, LP) Manager (Joyce's Kitchen, LP) Manager (KSCR16, LLC) Limited Partner (KWLee Properties, LP) Manager (Lakeview Wireless, LLC) President (M&M Wireless Enterprises, Inc.) Manager (Main Terraces, LLC) Manager (MISSCR16, LLC) Manager (MOCR16, LLC) Manager (Mountainview Wireless, LLC) Manager (My Clip, LLC) Manager (Newwave Wireless, LLC) Manager (Northern Outdoors, LLC) Manager (Northern Wireless, LLC) Manager (OBC Wireless, LLC) Manager (Oceanview Wireless, LLC)		100% (Four State Wireless, LLC) 100% (Go Travel, LLC) 100% (Great Lakes PCS, LLC) 100% (Grizzly Ridge, LLC) 100% (JBO Exploration, LP) 100% (Joe's Kitchen, LP) 100% (Joyce's Kitchen, LP) 100% (KSCR16, LLC) 100% (KWLee Properties, LP) 100% (Lakeview Wireless, LLC) 100% (M&M Wireless Enterprises, Inc.) 100% (Main Terraces, LLC) 100% (MISSCR16, LLC) 100% (MOCR16, LLC) 100% (Mountainview Wireless, LLC) 100% (My Clip, LLC) 100% (Newwave Wireless, LLC) 100% (Northern Outdoors, LLC) 100% (Northern Wireless, LLC) 100% (OBC Wireless, LLC) 100% (Oceanview Wireless, LLC)	

Results: A list of branches for your depository institution: GRANDVIEW BANK (ID_RSSD: 333856).
 This depository institution is held by D2 ALLIANCES, LLC (5139969) of FORT WORTH, 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)	333856	GRANDVIEW BANK	105 EAST CRINER STREET	GRANDVIEW	TX	76050	JOHNSON	UNITED STATES	Not Required	Not Required	GRANDVIEW BANK	333856	
OK		Limited Service	3703852	ALVARADO BRANCH	100 PERCIFIELD TRAIL	ALVARADO	TX	76009	JOHNSON	UNITED STATES	Not Required	Not Required	GRANDVIEW BANK	333856	
OK		Full Service	2850393	COLONIAL BRANCH	303 SOUTH COLONIAL DRIVE	CLEBURNE	TX	76033	JOHNSON	UNITED STATES	Not Required	Not Required	GRANDVIEW BANK	333856	