

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

I, Benjamin Rathjen

Name of the Holding Company Director and Official

President and 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.

Charis Holdings, INC

Legal Title of Holding Company

3131 Turtle Creek Blvd Suite Suite 302

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

Dallas

TX

75219

City

State

Zip Code

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Laurie Freeman

Chief Operating Officer

Name

Title

940-648-2984

Area Code / Phone Number / Extension

940-648-2757

Area Code / FAX Number

lfreeman@justinstbank.com

E-mail Address

NA

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

Signature of Holding Company Director and Official

Benjamin Rathjen
 President & CEO

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

Form FR Y-6

Charis Holdings, Inc.
3131 Turtle Creek Blvd. Suite 302
Dallas, Texas 75219

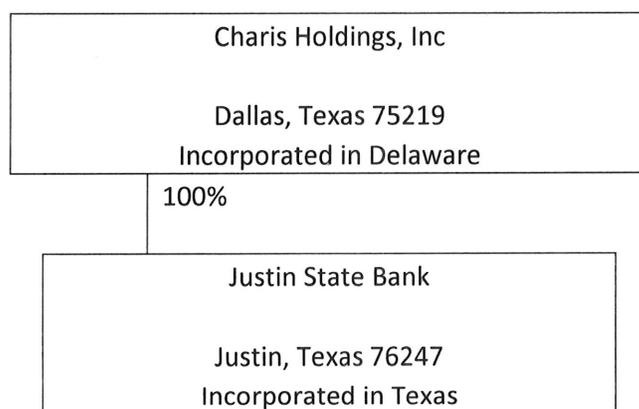
Fiscal Year Ending December 31, 2018

Report Item

1. The bank holding company is not registered with the SEC and does not prepare an annual report.

2a. Organizational Chart:

- Charis Holdings, Inc LEI: N/A
- Justin State Bank LEI: N/A



Report Item 2b.

Results: A list of branches for your depository institution: JUSTIN STATE BANK (ID_RSSD: 866055).
This depository institution is held by CHARIS HOLDINGS, INC. (5193091) of DALLAS, 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)	866055	JUSTIN STATE BANK	412 SOUTH HIGHWAY 156	JUSTIN	TX	76247	DENTON	UNITED STATES	Not Required	Not Required	JUSTIN STATE BANK	866055	

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Charis Holdings, 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 12-31-18	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 12-31-18
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(1)(a) Name	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
G. Stacy Smith Dallas, TX, USA	USA	475,000-19% Common Stock		NONE	
G. Stacy Smith for: Samuel Smith (minor child) Morgan Smith (minor child) Benjamin Smith (minor child) William Smith (minor child) Dallas, TX, USA	USA	12,500-.5% Common Stock 12,500-.5% Common Stock 12,500-.5% Common Stock 12,500-.5% Common Stock			
Kenneth E. Aboussie Dallas, TX, USA	USA	50,000-2% Common Stock			
Kenneth E. Aboussie Jr. Living Trust Kenneth E. Aboussie-Trustee Dallas, TX, USA	USA	150,000-6% Common Stock			
Kenneth E. Aboussie for: James B. Aboussie (minor child) Benjamin E. Aboussie (minor child) Dallas, TX USA	USA	5,000-.2% Common Stock 5,000-.2% Common Stock			

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Charis Holdings, Inc.
Fiscal Year Ending December 31, 2018

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

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3) (a) Title and Position with Holding Company	(3)(b) Title and Position with Subsidiaries	(3)(c) Title and Position with Other Businesses	(4)(a) Percentage of voting shares in holding company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Other companies (including partnerships) if 25% or more of voting securities held
Benjamin Rathjen Dallas, TX, USA	N/A	President and CEO	President and CEO (Justin State Bank)	Manager	1%	None	See Attachment (4)(c)(1)
Leslie Creel Shenandoah, TX, USA	Retired	Director	Chairman	NA	0.40%	None	None
Brian Lent Dallas, TX, USA	Real Estate Developer	Secretary	Director	See Attached	4%	None	See Attachment (4)(c)(2)
G. Stacy Smith Dallas, TX, USA	Investor	Principal Shareholder	NA	See Attached	21%	None	See Attachment (4)(c)(3)

BRIAN LENT				
Name and Address of Company	Legal Form of Company	Nature of Business	Percent Ownership	Position in Company
SSLD ALB Joint Venture 3131 Turtle Creek Blvd. Suite 302 Dallas, TX 75219	Partnership	Owens an LP interest in a partnership that owns +/- 70 Albertson's grocery stores across the United States	42.50%	Investor
Highline 22050 Encino, Ltd 3131 Turtle Creek Blvd. Suite 302 Dallas, TX 75219	Partnership	Owens an LP interest in SA 22050 Encino Partners, Ltd., which is developing a retail building in San Antonio, TX	50%	Investor
781 Culebra Land Investors, Ltd. 3131 Turtle Creek Blvd. Suite 302 Dallas, TX 75219	Partnership	Owens a parcel of land in San Antonio for future development	50%	Investor
Highline 281 Encino, Ltd 3131 Turtle Creek Blvd. Suite 302 Dallas, TX 75219	Partnership	Retail building under construction in San Antonio, TX that is 100% pre-leased	70.11%	Investor
Highline Midland Loop 250 Ltd. 3131 Turtle Creek Blvd. Suite 302 Dallas, TX 75219	Partnership	Owens a freestanding Mattress Firm building in Midland, TX	41.60%	Investor
TG-SMF 2015 Ltd. 3131 Turtle Creek Blvd. Suite 302 Dallas, TX 75219	Partnership	Owens a freestanding Mattress Firm building in Seguin, TX	85%	Investor
Highline FOM Harker Heights, Ltd. 3131 Turtle Creek Blvd. Suite 302 Dallas, TX 75219	Partnership	Owens a retail shopping center in Harker Heights, TX	44.44%	Investor
Highline 281 TPC, Ltd 3131 Turtle Creek Blvd. Suite 302 Dallas, TX 75219	Partnership	Owens a parcel of land in San Antonio, TX for future development	70.89%	Investor
Highline Mid Ln I, LP 3131 Turtle Creek Blvd. Suite 302 Dallas, TX 75219	Partnership	Owens an LP interest in a multi-family project in Houston, TX	30%	Investor
Highline Mid Ln II, LP 3131 Turtle Creek Blvd. Suite 302 Dallas, TX 75219	Partnership	Owens an LP interest in a multi-family project in Houston, TX	30%	Investor
				Investor

Brian Lent				
Fairfax Balcones, LLC 3131 Turtle Creek Blvd. Suite 302 Dallas, TX 75219	Partnership	Owns various LP interest in one restaurant, one office building in Austin, TX and Seamless CAVU, Ltd	50%	Investor
Highline CTMP Waco, Ltd 3131 Turtle Creek Blvd. Suite 302 Dallas, TX 75219	Partnership	Owns an LP interest in a land Parcel in Waco, TX	63.80%	Investor

G. STACY SMITH				
Name and Address of Company	Legal Form of Company	Nature of Business	Percent Ownership	Position in Company
WSS Investments	Partnership	Securities, RE, Oil and Gas	50%	Partner
BADS Partners	Partnership	Securities, RE, Oil and Gas	50%	Partner
RWSS Investments	Partnership	Private Equity, Real Estate	50%	Partner
SCW Partner LLC	Partnership	Hedge Fund, Real Estate, Private Equity	72.10%	Member
G. Stacy Smith	Partnership	Producing and Non-Producing Minerals/2500 acres in Anadarko Basin (Oklahoma)	100%	Manager, Member
G. Stacy Smith	Partnership	Producing minerals-Yokam County, TX-Permian Basin	100%	Manager, Member
EAW Minerals III	Partnership	Minerals Investment	43%	Partner