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

This Report is required by law; Section 5(g)(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), 802, and 611a); and sections 113, 165, 3112, 618, and 609 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850(a)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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, Jonathan Morris,
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 containing that individual.

Signature of Holding Company Director and Official
03/03/2021
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, 2019
Month / Day / Year
N/A

Report's Legal Entity Identifier (LEI) (20-Character LEI Code)
N/A

Report's Name, Street, and Mailing Address

BMC Bancshares, Inc.
Legal Title of Holding Company
3100 Monticello Avenue, Suite 400
(Mailing Address of the Holding Company)
Dallas, TX 75205
City State Zip Code
N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Katy Lackowski
CFO
Name Title
214-580-1265
Area Code / Phone Number / Extension
N/A
Area Code / Fax Number
klackowski@titanbank.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? ...☐ No...0 1=Yes
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.”
2. Organizational Chart

BMC Bancshares, Inc.
Dallas, Texas
Incorporation - State of Texas
LEI: None

Titan Bank, N.A.
Mineral Wells, Texas
Incorporation - United States
LEI: None

August Real Estate Investments, LLC
Garland, Texas
Incorporation - State of Texas
LEI: None

Titan Community Development, LLC
Dallas, Texas
Incorporation - State of Texas
LEI: 549300F3Q91BZI10CO05
Results: A list of branches for your depository institution: TITAN BANK, N.A. (ID_RSSD: 328357).

This depository institution is held by BMC BANCSHARES, INC. (3831625) of DALLAS, TX.
The data are as of 12/31/2019. Data reflects information that was received and processed through 01/07/2020.

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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>328357</td>
<td>TITAN BANK, N.A.</td>
<td>1701 EAST HUBBARD AVENUE</td>
<td>MINERAL WELLS</td>
<td>TX</td>
<td>76067</td>
<td>PALO PINTO</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TITAN BANK, N.A.</td>
<td>328357</td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Country of Citizenship of Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
<th>Name, City, State, Country</th>
<th>Country of Citizenship of Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jonathan Morris, Dallas, Texas, USA</td>
<td>USA</td>
<td>2355 or 25.86% Common Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Carl Esrey, Dallas, Texas, USA</td>
<td>USA</td>
<td>4666 or 51.24% Common Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Stewart McCray, Dallas, Texas, USA</td>
<td>USA</td>
<td>477 or 5.24% Common Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders

**BMC BANCSHARES, INC.**  
Fiscal Year Ending December 31, 2019

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>List names of other companies (includes partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</th>
</tr>
</thead>
</table>
| Carl Esrey         | Dallas, Texas, USA | N/A                                                        | Director & Chairman & CEO                | None                                                             | Chairman - BMC Bancshares                                                | 51.24%                                        | N/A                                                          | Bonilla Esrey Investments (50%)  
Spear Capital (50%)  
BMC Capital, LP (100%)  
Paramount wholesale lending (50%)  
CEE Investments, LLC (100%)  
Astoria P:ark Manager (37%)  
BF Tyres (50%)  
Bonilla Esrey LLC (50%)  
EW Horsham LLC (57%)  
Blue Jacket Mgr (50%)  
Blue Jacket LP (87.5%)  
Monticello Seeder LLC (33%)  
CEAI Boston Store Mgr. (37%)  
CEAI Old Orchard Mgr (37%)  
CEAI Sycamore Mgr LLC (37.5%)  
CEAI Rolling Meadows Mgr (37.5%)  
CEAI Richmond Commons (37.5%)  
BMC Advisory Services, LLC (100%)  
Pints Quarts (30%)  
SBH rentals LLC (100%)  
Paramount wholesale funding (100%)  
Nest Funding LLC (75%) |
| Jonathan Morris    | Dallas, Texas, USA | N/A                                                        | President & CEO                         | Limited Partner - Oak Country Estates                           | N/A                                                        | 25.86%                                        | N/A                                                          | Oak Country Estates VIII Investors (25%)  
Paramount Wholesale Lending LLC (25%) |