

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, Dan C. Frank III

Name of the Holding Company Director and Official

President/Director

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.*

*Dan C. Frank III*  
 Signature of Holding Company Director and Official

07/19/2021

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, 2020

Month / Day / Year

n/a

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

Reporter's Name, Street, and Mailing Address

FNB Holding Company

Legal Title of Holding Company

1000 W. Dickinson

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

<u>Fort Stockton</u>	<u>TX</u>	<u>79735</u>
City	State	Zip Code

n/a

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Emmanuel DeLaRosa Controller

Name Title

432-336-8541 x-230

Area Code / Phone Number / Extension

1-888-833-4156

Area Code / FAX Number

edelarosa@fnbfst.net

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"/> 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 .....	<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.*

\_\_\_\_\_  
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

\_\_\_\_\_  
Physical Location (if different from mailing address)

\_\_\_\_\_  
Legal Title of Subsidiary Holding Company

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

\_\_\_\_\_  
City State Zip Code

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Physical Location (if different from mailing address)

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Legal Title of Subsidiary Holding Company

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\_\_\_\_\_  
City State Zip Code

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Physical Location (if different from mailing address)

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City State Zip Code

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Physical Location (if different from mailing address)

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Legal Title of Subsidiary Holding Company

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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)

**Minutes**

**Annual Shareholders Meeting 2020  
FNB Holding Company & First National Bank of Fort Stockton**

The annual meeting of the shareholders of the FNB Holding Company and the First National Bank of Fort Stockton was held in the bank's offices at 1:30 p.m. on March 26, 2020. Stockholders present: Conoly Brooks, Dan Frank, Bob Gray, D.A. Harral, Delmon Hodges, Zane Rhyne, Robert Sadler, Fermin Venegas and Martin Winkler.

Chairman Sadler named Dionicia Chavez to serve as secretary for the meeting, and **D.A. Harral** and **Conoly Brooks** to serve as election Judges, and recognized **Bob Gray** and **Conoly Brooks** as voters of the shares by proxy.

Chairman Sadler noted that 17,172 or 95% of the FNB Holding Company's 18,000 shares were represented-11,693 by proxy, 1333 in person and Dan Frank exercising 4,146 shares held by FNB Holding Company as President of said company. 100% of the 18,000 shares of First National Bank were present and voted by the holding company's chairman, Bob Sadler.

The meeting was called to order.

The number of directors for 2020 for both FNB Holding Company and First National Bank was set to 9, on a motion by **D.A. Harral** and a second by **Bob Gray**.

On a motion by **Martin Winkler**, and a second by **D.A. Harral**, the following were nominated to serve as directors: Conoly Brooks, Dan Frank, Bob Gray, D.A. Harral, Delmon Hodges, Zane Rhyne, Robert Sadler, Fermin Venegas and Martin Winkler.

Dan Frank presented the 2019 Stockholders meeting minutes for FNB Holding Company and First National Bank of Fort Stockton. The report was accepted on a motion by **D.A. Harral** and a second by **Martin Winkler**.

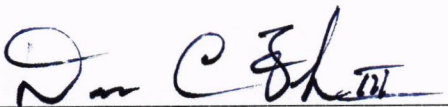
Dan Frank presented the financial report for FNB Holding Company & First National Bank for the year ended December 31, 2019. The report was accepted on a motion by **Bob Gray**, and a second by **D.A. Harral**.

All actions of the bank's officers and directors during 2019 were ratified, and the 2021 Stockholders Meeting was set for March 25, 2021 at 1:30 p.m. on a motion by **Martin Winkler**, and a second by **D.A. Harral**.

There being no further business, the meeting was adjourned on a motion by **Fermin Venegas**, and a second by **Martin Winkler**.

Respectfully submitted,

  
Dionicia P. Chavez, Secretary

  
Dan Frank, President

# FNB HOLDING COMPANY

## ANNUAL SHAREHOLDER REPORT

March 25, 2021

Stockholder  
FNB Holding Company  
The Parent Company of First National Bank of Fort Stockton

Re: 2020 Stockholders' Report

Dear Stockholder:

For most of us, 2020 was a year we would rather forget, with challenges from the COVID-19 pandemic, coupled with record low oil prices. However, I am very pleased to report that our bank managed to work through those challenges and maintain strong profitability.

The bank finished the year with a total asset size of \$138,062,644 and achieved a profit of \$1,748,893. This resulted in a Return on Equity (ROE) of 11.01% and Return on Average Assets (ROA) of 1.27%.


The bank went into the pandemic with a strong capital position, as well as a very healthy loan loss reserve. We have maintained these strong positions despite the challenges we have faced, finishing the year with a 10.57% Tier 1 capital ratio and a loan loss reserve equal to 2.5% of our outstanding loan balances.

Many of the bank's customers experienced financial stress to varying degrees as a result of the pandemic. In most cases, we were able to help them work through those difficulties, offering deferment of payments and other accommodations, allowing them to adjust to the issues they faced. Furthermore, the bank, although not traditionally an SBA lender, was able to enroll and become certified to participate in the Payroll Protection Program (PPP) offering forgivable loans to businesses that maintained staff through the pandemic.

Looking forward to this next year, I anticipate that the bank will continue to face margin pressure and will continue to have challenges in the loan portfolio due to uncertainties in the oilfield. I am confident, due to strong capital positions and an outstanding staff, that we are well equipped to deal with all that we face.

The officers and directors of the bank and the holding company are grateful for your support and appreciate the chance to serve you, as well as our customers. Though the future may bring challenges, we continue to see opportunity!

Sincerely,

A handwritten signature in blue ink, appearing to read "Dan C. Frank, III". The signature is fluid and cursive, with a large initial "D" and "F".

Dan C. Frank, III  
President/CEO

DF:df

**FNB HOLDING COMPANY AND SUBSIDIARY**  
**Fort Stockton, Texas**

CONSOLIDATED BALANCE SHEETS

<u>ASSETS</u>	December 31,	
	2020	2019
Cash and cash equivalents		
Cash and due from banks	\$ 1,989,395	\$ 2,794,438
Interest-bearing deposits in banks	<u>1,209,162</u>	<u>3,285,150</u>
Total cash and cash equivalents	<u>3,198,557</u>	<u>6,079,588</u>
 Securities available-for-sale	 57,212,658	 49,746,173
 Loans receivable, net of allowance for loan losses of \$1,882,217 in 2020 and \$1,881,146 in 2019	 73,057,996	 71,485,140
 Accrued interest receivable	 685,216	 673,066
 Premises and equipment, net	 2,488,921	 2,520,964
 Other assets	 653,750	 623,486
 Goodwill and other intangibles	 <u>765,546</u>	 <u>905,087</u>
  TOTAL ASSETS	  \$ <u>138,062,644</u>	  \$ <u>132,033,504</u>

<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>	<u>December 31,</u>	
	<u>2020</u>	<u>2019</u>
LIABILITIES:		
Deposits		
Noninterest-bearing	\$ 55,842,588	\$ 54,117,129
Interest bearing	<u>63,938,739</u>	<u>62,922,492</u>
Total Deposits	<u>119,781,327</u>	<u>117,039,621</u>
Accrued expenses and other liabilities	139,019	228,471
Short-term borrowing	327,000	-
Long-term debt	<u>2,837,413</u>	<u>3,301,704</u>
Total Liabilities	<u>123,084,759</u>	<u>120,569,796</u>
STOCKHOLDERS' EQUITY:		
Common stock - \$1 par value per share; 18,000 shares authorized and issued; 13,854 shares outstanding in 2020 and 2019.	18,000	18,000
Surplus	1,422,000	1,422,000
Treasury stock (4,146, at cost, in 2020 and 2019)	(2,008,127)	(2,008,127)
Retained earnings	13,249,679	11,789,809
Accumulated other comprehensive income	<u>2,296,333</u>	<u>242,026</u>
Total Stockholders' Equity	<u>14,977,885</u>	<u>11,463,708</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u><b>\$ 138,062,644</b></u>	<u><b>\$ 132,033,504</b></u>

**FNB HOLDING COMPANY AND SUBSIDIARY**  
**Fort Stockton, Texas**

CONSOLIDATED STATEMENTS OF INCOME

	<u>Year Ended December 31,</u>	
	<u>2020</u>	<u>2019</u>
<b>INTEREST INCOME:</b>		
Loans receivable, including fees	\$ 4,249,926	\$ 4,638,424
Securities available-for-sale	1,119,306	1,069,239
Other interest income	<u>33,210</u>	<u>55,362</u>
Total Interest Income	<u>5,402,442</u>	<u>5,763,025</u>
<b>INTEREST EXPENSE:</b>		
Deposits	218,443	259,707
Interest on debt instruments	172,070	255,503
Other interest expense	<u>258</u>	<u>16,425</u>
Total Interest Expense	<u>390,771</u>	<u>531,635</u>
<b>NET INTEREST INCOME</b>	<b>5,011,671</b>	<b>5,231,390</b>
Provision for loan losses	<u>44,095</u>	<u>600,000</u>
<b>NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES</b>	<b><u>4,967,576</u></b>	<b><u>4,631,390</u></b>
<b>NON-INTEREST INCOME:</b>		
Service charges on deposit accounts	491,206	551,491
Other service charges and fees	415,358	435,703
Net gain on sale of available-for sale securities (\$38,797 and \$34,546 for the years ended 2020 and 2019, respectively, related to accumulated comprehensive earnings reclassifications)	<u>38,797</u>	<u>34,546</u>
Other income	<u>5,582</u>	<u>3,465</u>
Total Non-Interest Income	<u>950,943</u>	<u>1,025,205</u>
<b>NON-INTEREST EXPENSES:</b>		
Salaries and employee benefits	2,121,877	2,055,214
Occupancy expense	533,427	476,211
Other expenses	<u>1,691,842</u>	<u>1,826,735</u>
Total Non-Interest Expenses	<u>4,347,146</u>	<u>4,358,160</u>
<b>NET INCOME</b>	<b><u>\$ 1,571,373</u></b>	<b><u>\$ 1,298,435</u></b>



**FNB HOLDING COMPANY AND SUBSIDIARY**  
**Fort Stockton, Texas**

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	<u>Year Ended December 31,</u>	
	<u>2020</u>	<u>2019</u>
NET INCOME	\$ 1,571,373	\$ 1,298,435
Other items of comprehensive income:		
Unrealized holding gain arising during period	2,093,104	1,619,273
Less: reclassification adjustment for gains included in net income	<u>(38,797)</u>	<u>(34,546)</u>
Total other items of comprehensive income	<u>2,054,307</u>	<u>1,584,727</u>
Comprehensive income before tax	3,625,680	2,883,162
Income tax expense (benefit) related to other items of comprehensive income	<u>-</u>	<u>-</u>
Comprehensive income after tax	<u>\$ 3,625,680</u>	<u>\$ 2,883,162</u>

**Results:** A list of branches for your depository institution: **FIRST NATIONAL BANK OF FORT STOCKTON (ID\_RSSD: 397456)**.  
 This depository institution is held by **FNB HOLDING COMPANY (3668223) of FORT STOCKTON, TX**.  
 The data are as of **12/31/2020**. Data reflects information that was received and processed through **03/26/2021**.

**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 **FBI** contact. See the detailed instructions on this site for more information.  
 If you are e-mailing this to your **FBI** 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://f10online.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)	397456	FIRST NATIONAL BANK OF FORT STOCKTON	1000 WEST DICKINSON BOULEVARD	FORT STOCKTON	TX	79735	PECOS	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF FORT STOCKTON	397456	
OK		Full Service	4038975	BRAVE NATIONAL BANK A DIVISION OF FIRST NATIONAL BANK OF FORT STOCKTON	101 WEST 6TH STREET	BRAAN	TX	79744	PECOS	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF FORT STOCKTON	397456	

Form FR Y-6  
FNB Holding Co.  
1000 W. Dickinson  
Fort Stockton, TX 79735  
December 31, 2019

**FNB Holding Company**  
1000 W. Dickinson  
Fort Stockton, TX 79735  
  
Incorporated in Texas

**First National Bank of Fort Stockton**  
1000 W. Dickinson  
Fort Stockton 79735

100%

**Report Item 3: Securities Holders**

NAME City, State	Country	Number of Voting Shares	Percentage
Brooks Family		4953	35.75%
The Polly L. Brooks Trust Trustee - Polly L. Brooks San Angelo, TX	USA	2526	18.23%
Conoly Brooks III San Angelo, TX	USA	741	5.35%
Beverly Brooks Landgraf Odessa, TX	USA	649	4.68%
Wert E. Love Marfa, TX	USA	372	2.69%
Conoly Brooks Tax Shelter Trust Trustee- Beverly Landgraf San Angelo, TX	USA	955	6.89%
Louellen Brooks Meyer San Angelo, TX	USA	731	5.28%
Winkler Family		4634	33.45%
Nathan Winkler Rhoades Philadelphia, PA	USA	908	6.55%
Robert Rhoades Wyndmoor, PA	USA	509	3.67%
Dr. Ruben Winkler Rhoades Philadelphia, PA	USA	908	6.55%
Martin Winkler Lawrence, KS	USA	2309	16.67%

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**Report Item 3 (2) : None**

**Form FR Y-6**  
**FNB Holding Company**  
**Fort Stockton, TX 79735**  
**Fiscal Year Ending December 31, 2020**

**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)
Polly L. Brooks-Trustee The Polly L. Brooks Trust San Angelo, TX United States	N/A	FNB Holding Company Stockholder	N/A	N/A	18.23%	0.00%	None
CONOLY BROOKS III San Angelo, TX United States	Real Estate Management	Director FNB Holding Company	Director First National Bank	Owner-B3 Inc.	5.35%	0.00%	B3 Inc. 100%
Beverly Brooks Landgraf Conoly Brooks Tax Shelter Trust Odessa, TX United States	Homemaker/Rancher	FNB Holding Company Stockholder	N/A	N/A	11.58%	0.00%	None
Louellen Brooks Meyer San Angelo, TX United States	Doctor	FNB Holding Company Stockholder	N/A	N/A	5.28%	0.00%	None
Wert E. Love Marfa, TX United States	Banker	FNB Holding Company Stockholder	N/A	N/A	2.69%	0.00%	None
Fermin Venegas Ft. Stockton, TX United States	Fence Builder/Sheep Shearer	Director FNB Holding Company	Director First National Bank	Owner-Genesis Wire Co.	0.49%	0.00%	Genesis Wire Co. 100%
DAN C FRANK III Ft. Stockton, TX United States	Banker	President/Director	President/CEO/Director First National Bank	N/A	0.02%	0.00%	None
ROBERT L GRAY Ft. Stockton, TX United States	Retired Banker	Director FNB Holding Company	Director First National Bank	N/A	0.62%	0.00%	None
DELMON HODGES Ft. Stockton, TX United States	Land Man-Oil	Director FNB Holding Company	Director First National Bank	Owner-Hodges Oil, Inc.	3.10%	0.00%	Hodges Oil, Inc. 100%
ROBERT P. SADLER Ft. Stockton, TX United States	Real Estate Agent	Chairman/Director FNB Holding Company	Chairman/Director First National Bank	Owner-Sadler & Associates, LLC	1.02%	0.00%	Sadler and Associates, LLC 50%
DA Harral Ft. Stockton, TX United States	Rancher	Director FNB Holding Company	Director First National Bank	N/A	0.45%	0.00%	None
Martin Winkler Lawrence, KS United States	Professor	Director FNB Holding Company	Director First National Bank	N/A	16.67%	0.00%	None
Robert Rhoades Wyndmoor, PA United States	Entrepreneur	FNB Holding Company Stockholder	N/A	N/A	3.67%	0.00%	None
Ruben Winkler Rhoades Philadelphia, PA United States	Doctor	FNB Holding Company Stockholder	N/A	N/A	6.55%	0.00%	None
Nathan Winkler Rhoades Philadelphia, PA United States	Entrepreneur	FNB Holding Company Stockholder	N/A	N/A	6.55%	0.00%	None
Darrel Zane Rhyne Midland, TX United Staes	Banker	EVP/Director of FNB Holding Company	N/A	N/A	0.02%	0.00%	None

\* Includes shares of the Conoly Brooks Tax Shelter Trust (6.89%)