

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, 2020

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

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.

BMC Bancshares, Inc.

Legal Title of Holding Company

3100 Monticello Avenue, Suite 400

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

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

Signature of Holding Company Director and Official

03/23/2021

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

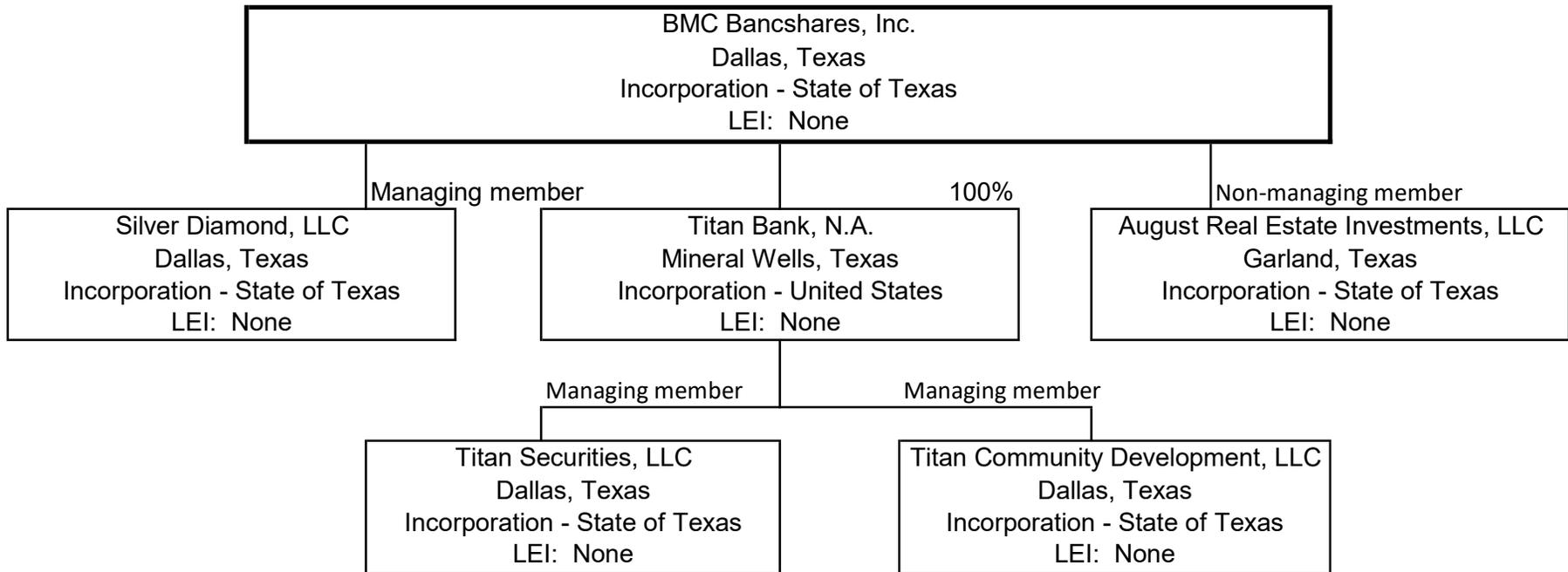
For Federal Reserve Bank Use Only

RSSD ID _____
 C.I. _____

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	<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."		

BMC Bancshares, Inc.
Dallas, Texas
Fiscal Year Ending December 31, 2020

2. Organizational Chart



Results: A list of branches for your depository institution: **TITAN BANK, N.A. (ID_RSSD: 328357).**

<https://structurelists.federalreserve.gov/>

This depository institution is held by **BMC BANCSHARES, INC. (3831625)** of DALLAS, TX.

The data are as of **12/31/2020**. Data reflects information that was received and processed through **01/05/2021**.

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 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)	328357	TITAN BANK, N.A.	1701 EAST HUBBARD AVENUE	MINERAL WELLS	TX	76067	PALO PINTO	UNITED STATES	Not Required	Not Required	TITAN BANK, N.A.	328357	

Form FR Y-6

BMC BANCSHARES, INC.

Fiscal Year Ending December 31, 2020

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 12-31-2020			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 12-31-2020		
(1)(a)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name, City, State, Country	Country of Citizenship of Incorporation	Number and Percentage of Each Class of Voting Securities	Name, City, State, Country	Country of Citizenship of Incorporation	Number and Percentage of Each Class of Voting Securities
Jonathan Morris Dallas, Texas, USA	USA	2480 or 26.89% Common Stock	None	None	None
Carl Esrey Dallas, Texas, USA	USA	4836 or 52.43% Common Stock			
Stewart McCray Dallas, Texas, USA	USA	477 or 5.17% Common Stock			

BMC BANCSHARES, INC.

Fiscal Year Ending December 31, 2020

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name City, State Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
Carl Esrey Dallas, Texas USA	N/A	Director & Chairman & CEO	None	N/A	52.43%	N/A	Bonilla Esrey Investments (50%) Spear Capital (50%) BMC Capital, LP (100%) Paramount wholesale lending (50%) CEE Investments, LLC (100%) Astoria Park 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	Director & President & Secretary	President & CEO Titan Bank, N.A.	Limited Partner - Oak Country Estates	26.89%	N/A	Oak Country Estates VIII Investors (25%) Paramount Wholesale Lending LLC (25%)