AMENDED

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.

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 officer 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, Rodney G Kroll
Name of the Holding Company Director and Official
President & Chairman
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 of the report concerning that individual.

Signature of Holding Company Director and Official
07/20/2017
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

RBSD ID
C.I.

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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2016
Month / Day / Year

None
Reporter's Legal Entity Identifier (LEI) (20 Character LEI Code)

None
Reporter's Name, Street, and Mailing Address

Texas First Bancshares, Inc
Legal Title of Holding Company

P O Box 2524
(Mailing Address of the Holding Company) Street / P.O. Box
Waco
TX
76702-2524
City
State
Zip Code

4901 Bosque Blvd
Physical Location (if different from mailing address)

kroll@texasfirst.com
E-mail Address

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

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."
Report Item 2b

Results: A list of branches for your depository institution: TEXAS FIRST STATE BANK [ID_RSSD: 655660].
This depository institution is held by TEXAS FIRST BANCSHARES, INC. [3104540] of WACO, TX.
The data are as of 12/11/2016. Data reflects information that was received and processed through 01/10/2017.

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 UNNUM, 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 UNNUM*</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>Full Service</td>
<td>TEXAS FIRST STATE BANK</td>
<td>655660</td>
<td>400 S. HIGHWAY 6</td>
<td>RIESEL TX 76682</td>
<td>MCLLENAN</td>
<td>UNITED STATES</td>
<td>16641  0</td>
<td>TEXAS FIRST STATE BANK</td>
<td>655660</td>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td>Full Service</td>
<td>GATESVILLE BRANCH</td>
<td>3228524</td>
<td>2501 S HWY 36</td>
<td>GATESVILLE TX 76528-2519</td>
<td>CORYELL</td>
<td>UNITED STATES</td>
<td>423443 3</td>
<td>TEXAS FIRST STATE BANK</td>
<td>655660</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td>Full Service</td>
<td>KILLEEN BRANCH</td>
<td>4842374</td>
<td>3330 EAST CENTRAL TEXAS EXPRESSWAY, SUITE 209</td>
<td>KILLEEN TX 76543</td>
<td>BELL</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>TEXAS FIRST STATE BANK</td>
<td>655660</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td>Full Service</td>
<td>TEMPLE BRANCH</td>
<td>3675227</td>
<td>7285 WEST ADAMS AVENUE</td>
<td>TEMPLE TX 76502</td>
<td>BELL</td>
<td>UNITED STATES</td>
<td>478798 4</td>
<td>TEXAS FIRST STATE BANK</td>
<td>655660</td>
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<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td>Full Service</td>
<td>TEXAS TOWER BRANCH</td>
<td>4767073</td>
<td>4901 BOSQUE BOULEVARD</td>
<td>WACO TX 76710</td>
<td>MCLLENAN</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>TEXAS FIRST STATE BANK</td>
<td>655660</td>
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<td></td>
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<td></td>
</tr>
<tr>
<td>ok</td>
<td>Full Service</td>
<td>WOODWAY BRANCH</td>
<td>4537958</td>
<td>101 SANTA FE DRIVE</td>
<td>WOODWAY TX 76712</td>
<td>MCLLENAN</td>
<td>UNITED STATES</td>
<td>359929 2</td>
<td>TEXAS FIRST STATE BANK</td>
<td>655660</td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>
Form FR Y-6
Texas First BancShares, Inc
Riesel, Texas
Fiscal Year Ending December 31, 2016

Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
<th>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 12-31-2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
<td>Name &amp; Address (City, State, Country)</td>
</tr>
<tr>
<td>Rodney G Kroll Woodway, Texas</td>
<td>USA</td>
<td>4,615 18.87% Common Stock</td>
<td>None</td>
</tr>
<tr>
<td>Tom G. Salome Crawford, Texas</td>
<td>USA</td>
<td>2,177 8.90% Common Stock</td>
<td>None</td>
</tr>
<tr>
<td>Names &amp; Address</td>
<td>Principal Occupation if other than with holding company</td>
<td>Title &amp; Position with holding company and Subsidiaries</td>
<td>Title &amp; Position with Other Businesses (include names of other businesses)</td>
</tr>
<tr>
<td>-----------------</td>
<td>-------------------------------------------------------</td>
<td>-----------------------------------------------------</td>
<td>--------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Rodney G. Kroll</td>
<td>Banker</td>
<td>Texas First Bancshares, Inc. Texas First State Bank Texas First State Agency Texas First Statutory Trust 1</td>
<td>CEO, Chairman &amp; President, Director Chairman &amp; President, Director Chairman &amp; President Administrator</td>
</tr>
<tr>
<td>Tommy G. Salome</td>
<td>Owner Metal Recycling Business</td>
<td>Texas First Bancshares, Inc. Texas First State Bank Texas First Statutory Trust 1</td>
<td>Director Director</td>
</tr>
<tr>
<td>Rondy T. Gray</td>
<td>Investments</td>
<td>Texas First Bancshares, Inc. Texas First State Bank Texas First Statutory Trust 1</td>
<td>Director Director</td>
</tr>
<tr>
<td>Bill Glass</td>
<td>Construction Contractor</td>
<td>Texas First Bancshares, Inc. Texas First State Bank Texas First Statutory Trust 1</td>
<td>Director Director</td>
</tr>
<tr>
<td>Charles Willey</td>
<td>Aerial Lift Manufacturer</td>
<td>Texas First Bancshares, Inc Texas First State Bank</td>
<td>Director Director</td>
</tr>
<tr>
<td>Harry J. Tichovskv</td>
<td>Banker</td>
<td>Texas First Bancshares, Inc. Texas First State Bank Texas First Statutory Trust 1</td>
<td>Vice President Executive Vice President</td>
</tr>
<tr>
<td>J. Renay Gwin</td>
<td>Banker</td>
<td>Texas First Bancshares, Inc. Texas First State Bank Texas First Statutory Trust 1</td>
<td>Secretary Asst. Vice President</td>
</tr>
<tr>
<td>Arlene May</td>
<td>Banker</td>
<td>Texas First Bancshares, Inc. Texas First State Bank Texas First Statutory Trust 1</td>
<td>Treasurer/Asst. Secretary SVP &amp; Controller Administrator</td>
</tr>
</tbody>
</table>