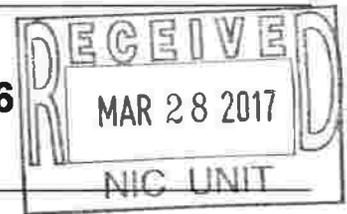


Board of Governors of the Federal Reserve System



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, 2016

Month / Day / Year

549300E5AHC2BN267F65

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

Reporter's Name, Street, and Mailing Address

I. Kenneth L. Baker

Name of the Holding Company Director and Official

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.

Falcon Bancorporation, Inc.

Legal Title of Holding Company

P.O. Box 100

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

Memphis TX 79245

City State Zip Code

501 W. Main Memphis, TX

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:

David Davis CPA

Name Title

580-323-6400

Area Code / Phone Number / Extension

580-323-3705

Area Code / FAX Number

ddavis@bankofhydro.com

E-mail Address

N/A

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

Signature of Holding Company Director and Official

03/21/2017

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

RSSD ID 124 12 11
 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

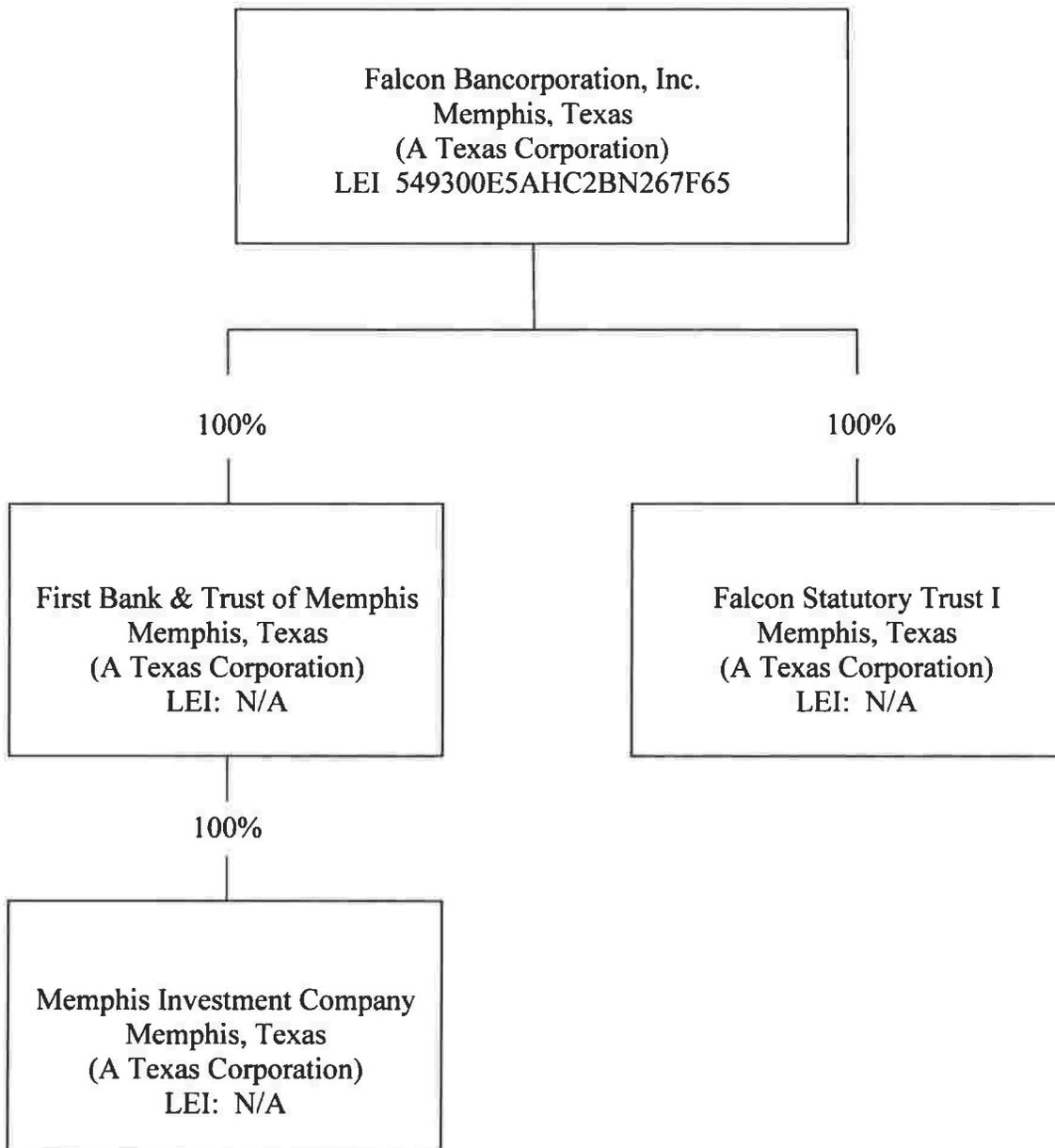
2. a letter justifying this request has been provided separately.....

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

FALCON BANCORPORATION, INC.

Report Item 2(a)

Organization Chart at December 31, 2016



Results: A list of branches for your holding company: FALCON BANCORPORATION (1241211) of MEMPHIS, TX. The data are as of 12/31/2016. 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 UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Action	Date	Branch Service Type	ID_RSSD*	Popular Name	Address	City	e	Code	y	Country	UNINUM*	Number*	Head Office	ID_RSSD*	
OK		(Office)	373553	MEMPHIS	501 MAIN ST	S	TX	79245	HALL	STATES	2157		U	MEMPHIS	373553

FALCON BANCORPORATION, INC.

Report Item 3.1

List of BHC Shareholders

Name and Address (City & State/Country)	Country of Citizenship or Incorporation	Number of Shares Owned	Percentage of Ownership
Beaver Creek Trust, Ronald J. Grubb, Trustee Clinton, OK	USA	21,369	82.67
Jimmy Fowler Memphis, TX	USA	1,315	5.09
Kathy Fowler Memphis, TX	USA	1,315	5.09

FALCON BANCORPORATION, INC.

Report Item 3.2

List all shareholders owning stock during the year but not at the end of the year.

NONE

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

Name: Beaver Creek Trust
Address: Clinton, Oklahoma
Principal Occupation: Trust
Citizenship: United States
Year of Formation: 2001

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Percentage Ownership</u>	<u>Position</u>
Falcon Bancorporation, Inc. - Holding Company Memphis, Texas	82.67	Principal Shareholder
First Bank & Trust of Memphis - Subsidiary Memphis, Texas	N/A	N/A
Falcon Statutory Trust I - Subsidiary Memphis, Texas	N/A	N/A

Affiliations - Other Companies & Businesses

Hydro Bancshares, Inc. - Holding Company Hydro, Oklahoma	99.33	Principal Shareholder
Bank of Hydro - Subsidiary Hydro, Oklahoma	N/A	N/A
Hydro Statutory Trust I - Subsidiary Hydro, Oklahoma	N/A	N/A
Rocky Financial Corporation - Holding Company Cordell, Oklahoma	100.00	Principal Shareholder
Bank of Cordell - Subsidiary Cordell, Oklahoma	N/A	N/A

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

Name: Ronald J. Grubb, Trustee, Beaver Creek Trust

Address: Clinton, OK

Principal Occupation: Investor

Citizenship: United States

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Percentage Ownership</u>	<u>Position</u>
Falcon Bancorporation, Inc. - Holding Company Memphis, Texas	82.67*	N/A
First Bank & Trust of Memphis - Subsidiary Memphis, Texas	N/A	N/A
Falcon Statutory Trust I - Subsidiary Memphis, Texas	N/A	N/A

Affiliations - Other Companies & Businesses

Beaver Creek Trust Clinton, Oklahoma	100.00	Owner
Falcon Management Company Clinton, Oklahoma	100.00	Owner
Centennial Financial, Inc. Clinton, Oklahoma	78.73	President
Hydro Bancshares, Inc. - Holding Company Hydro, Oklahoma	99.33*	N/A
Bank of Hydro - Subsidiary Hydro, Oklahoma	N/A	N/A
Hydro Statutory Trust I - Subsidiary Hydro, Oklahoma	N/A	N/A
Rocky Financial Corporation - Holding Company Cordell, Oklahoma	100.00*	N/A
Bank of Cordell - Subsidiary Cordell, Oklahoma	N/A	N/A

*Mr. Grubb's controlling ownership is through Beaver Creek Trust as its owner and trustee.

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

Name: Kenneth L. Baker
Address: Clinton, Oklahoma
Principal Occupation: CPA
Citizenship: United States

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Percentage Ownership</u>	<u>Position</u>
Falcon Bancorporation, Inc. - Holding Company Memphis, Texas	N/A	Chairman Director Treasurer
First Bank & Trust of Memphis - Subsidiary Memphis, Texas	N/A	Chairman Director
Falcon Statutory Trust I Memphis, Texas	N/A	Trustee

Affiliations - Other Companies & Businesses

Hydro Bancshares, Inc. - Holding Company Hydro, Oklahoma	N/A	Chairman Director
Bank of Hydro - Subsidiary Hydro, Oklahoma	N/A	Chairman Director
Rocky Financial Corporation - Holding Company Cordell, Oklahoma	N/A	Chairman Director
Bank of Cordell - Subsidiary Cordell, Oklahoma	N/A	Chairman Director
Alltrip Corporation Clinton, Oklahoma	100.00	President

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

Name: Shawn J. Grubb

Address: Weatherford, Oklahoma

Principal Occupation: Banker

Citizenship: United States

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Percentage Ownership</u>	<u>Position</u>
Falcon Bancorporation, Inc. - Holding Company Memphis, Texas	N/A	Director
First Bank & Trust of Memphis - Subsidiary Memphis, Texas	N/A	Director

Affiliations - Other Companies & Businesses

Hydro Bancshares, Inc. - Holding Company Hydro, Oklahoma	N/A	Director
Bank of Hydro - Subsidiary Hydro, Oklahoma	N/A	Vice-Pres. Director
Rocky Financial Corporation - Holding Company Cordell, Oklahoma	N/A	Director
Bank of Cordell - Subsidiary Cordell, Oklahoma	N/A	Director

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

Name: Jimmy Fowler
Address: Memphis, Texas
Principal Occupation: Banker
Citizenship: United States

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Percentage Ownership</u>	<u>Position</u>
Falcon Bancorporation, Inc. - Holding Company Memphis, Texas	5.09	Vice-Chairman President Director
First Bank & Trust of Memphis - Subsidiary Memphis, Texas	N/A	Vice-Chairman President Director

Affiliations - Other Companies & Businesses

None

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

AMENDED
JUL 19 2017

Name: Kathy Fowler
Address: Memphis, Texas
Principal Occupation: Insurance Agent
Citizenship: United States

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Shares in Ownership</u>	<u>Percentage Ownership</u>	<u>Position</u>
Falcon Bancorporation Memphis, Texas	1,315.00	5.09	N/A
First Bank & Trust of Memphis Memphis, Texas	N/A	N/A	N/A

Affiliations - Other Companies & Businesses

First Altus Bancorp, Inc. Altus, Oklahoma	12,492.00	N/A	Director
First National Bank Altus, Oklahoma	N/A	N/A	Director

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

FALCON BANCORPORATION, INC.

Report Item 4

Directors and Officers

Name: Bobbie Ariola
Address: Memphis, Texas
Principal Occupation: Banker
Citizenship: United States

Affiliations - Bank Holding Company & Subsidiaries

<u>Name of Company</u>	<u>Percentage Ownership</u>	<u>Position</u>
Falcon Bancorporation, Inc. - Holding Company Memphis, Texas	N/A	Director
First Bank & Trust of Memphis - Subsidiary Memphis, Texas	N/A	Cashier Director

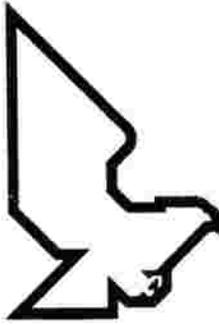
Affiliations - Other Companies & Businesses

None

FALCON BANCORPORATION, INC.

Report Item 1b

Bank Holding Company
Financial Statements



FALCON MANAGEMENT COMPANY

Post Office Box 906 • Clinton, Oklahoma 73601 • Telephone Area Code 580/323-6400

The Board of Directors
Falcon Bancorporation, Inc.
P.O. Box 100
Memphis, TX 79245

I have compiled the accompanying parent only balance sheets of Falcon Bancorporation, Inc. as of December 31, 2016 and 2015, and related statements of income, stockholders equity, and cash flow for the years then ended, in accordance with standards established by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying financial statements and, accordingly, do not express and opinion or any other form of assurance on them.

I am not independent as to Falcon Bancorporation, Inc.

March 21, 2017

A handwritten signature in black ink, appearing to read "David Dantz". The signature is cursive and somewhat stylized.

FALCON BANCORPORATION, INC.
(Parent Only)
Balance Sheets
December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
<u>ASSETS</u>		
Cash	\$ 1,031,789	\$ 884,847
Investment in First Bank & Trust	7,263,590	6,937,236
Goodwill (Net)	471,158	471,158
Other Assets	309,772	195,886
Total Assets	\$ 9,076,309	\$ 8,489,127
 <u>LIABILITIES AND STOCKHOLDERS EQUITY</u>		
Liabilities:		
Accrued Interest & Other Liabilities	\$ 6,645	\$ 6,633
Notes Payable	2,062,000	2,000,000
Total Liabilities	2,068,645	2,006,633
 Stockholders Equity:		
Common Stock, \$1 par value, 1,000,000 shares authorized, 26,300 shares outstanding	26,300	26,300
Surplus	453,750	453,750
Treasury Stock (450 Shares at Cost)	(85,481)	(85,481)
Unrealized Gain/(Loss) in Available for Sale Securities	752	2,512
Retained Earnings (Deficit)	6,612,343	6,085,413
Total Stockholders Equity	7,007,664	6,482,494
	\$ 9,076,309	\$ 8,489,127

FALCON BANCORPORATION, INC.
(Parent Only)
Statements of Income
For the Years Ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Income:		
Equity in Undistributed Earnings/(Loss)		
in First Bank & Trust	\$ 328,114	\$ 67,772
Dividends	524,745	413,219
Other Income	54,506	40,810
	907,365	521,801
Expenses:		
Interest	-	-
Amortization	-	-
Other	125,435	126,280
	125,435	126,280
Income (Loss) before Income Taxes	781,930	395,521
Income Tax Benefit (Expense)	-	-
	-	-
Net Income (Loss)	\$ 781,930	\$ 395,521

See Accountant's Compilation Report

FALCON BANCORPORATION, INC.
(Parent Only)
Statements of Cash Flow
For the Years Ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Net Income (Loss) from Operating Activities		
Net Income (Loss)	\$ 781,930	\$ 395,521
Non-cash Expenses, Revenues, and Losses Included in Net Income:		
Amortization	0	0
Income from Subsidiary Not Affecting Funds	(852,859)	(480,991)
(Increase)/Decrease in Other Assets	(51,886)	(38,432)
Increase/(Decrease) in Accrued Interest and Other Liab.	12	7
Prior Year Adj. Of Subsidiary Retained Earnings Adjustments	0	0
	(122,803)	(123,895)
Cash Provided from Operations		
Cash Flow from Investing Activities		
Purchase of Treasury Stock	0	0
Cash Flow from Financing Activities		
Debt Increase/(Decrease)	0	0
Dividends Received	524,745	413,219
Dividends (Paid)	(255,000)	(133,000)
	146,942	156,324
Net Increase in Cash		
Cash and Cash Equivalents at Beginning of Year	884,847	728,523
Cash and Cash Equivalents at End of Year	\$ 1,031,789	\$ 884,847

See Accountant's Compilation Report

FALCON BANCORPORATION, INC.

(Parent Only)

Statements of Changes in Stockholders Equity

For the Years Ended December 31, 2016 and 2015

	Common Stock	Surplus	Treasury Stock	Unreal. AFS Gain/(Loss)	Retained Earnings	Total
Balance, 12/31/2014	26,300	453,750	(85,481)	17,885	5,915,308	6,327,762
Net Income (Loss)	0	0	0	0	395,521	395,521
Prior Period Adjustment	0	0	0	0	(92,416)	(92,416)
Dividends Paid	0	0	0	0	(133,000)	(133,000)
Equity in Subsidiary						
AFS Gain/(Loss)	0	0	0	(15,373)	0	(15,373)
Balance, 12/31/2015	26,300	453,750	(85,481)	2,512	6,085,413	6,482,494
Net Income (Loss)	0	0	0	0	781,930	781,930
Prior Period Adjustment	0	0	0	0	0	0
Dividends Paid	0	0	0	0	(255,000)	(255,000)
Equity in Subsidiary						
AFS Gain/(Loss)	0	0	0	(1,760)	0	(1,760)
Balance, 12/31/2016	26,300	453,750	(85,481)	752	6,612,343	7,007,664

See Accountant's Compilation Report