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 3106(c)); 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.

1. Barry Orr
Name of the Holding Company Director and Official
CEO, 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 in the report concerning that individual.

Signature of Holding Company Director and Official

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, 2016

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

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
N/A

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

First Bank Lubbock Bancshares, Inc.
Legal Title of Holding Company
9816 Slide Road
(Mailing Address of the Holding Company) Street / P.O. Box
Lubbock TX 79424
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Kelsey McGee SVP/Accounting Manager
Name Title
806-788-2833
Area Code / Phone Number / Extension
806-788-0699
Area Code / FAX Number
kelsey.mcgee@firstbanktexas.com
E-mail Address

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

☐ is included with the FR Y-6 report
☒ will be sent under separate cover
☐ is not prepared

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden: to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City</td>
<td>City</td>
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<tr>
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<td>Zip Code</td>
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Physical Location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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<td>Zip Code</td>
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Physical Location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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<td>City</td>
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<td>Zip Code</td>
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Physical Location (if different from mailing address)

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</tr>
<tr>
<td>City</td>
<td>City</td>
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<tr>
<td>State</td>
<td>State</td>
</tr>
<tr>
<td>Zip Code</td>
<td>Zip Code</td>
</tr>
</tbody>
</table>

Physical Location (if different from mailing address)
First Bank Lubbock Bancshares, Inc.
(LEI: None)
Lubbock, Texas
Incorporated in Texas
Owns 100% of the outstanding shares of:

First Bank & Trust
(LEI: None)
Lubbock, Texas
Incorporated in Texas
Owns 100% of the outstanding shares of:

Prime West Mortgage Corporation
(LEI: None)
Lubbock, Texas
Incorporated in Texas

OCGI Statutory Trust III
(LEI: None)
Lubbock, Texas
Organized in Delaware

Outsource Lease, Inc.
(LEI: None)
Lubbock, Texas
Incorporated in Texas

OCGI Capital Trust IV
(LEI: None)
Lubbock, Texas
Organized in Delaware

FBT Servicing, Inc.
(LEI: None)
Lubbock, Texas
Incorporated in Texas
Results: A list of branches for your holding company: FIRST BANK LUBBOCK BANCSHARES, INC. (2410854) of LUBBOCK, 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.

<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>
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</thead>
<tbody>
<tr>
<td>OK</td>
<td>294564</td>
<td>Full Service (Head Office)</td>
<td>9816 SLIDE ROAD</td>
<td>LUBBOCK</td>
<td>TX</td>
<td>79424-5781</td>
<td>LUBBOCK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FIRST BANK &amp; TRUST</td>
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<tr>
<td>OK</td>
<td>680952</td>
<td>Full Service</td>
<td>2225 HICKORY</td>
<td>COLORADO CITY</td>
<td>TX</td>
<td>79512</td>
<td>MITCHELL</td>
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<tr>
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<td>1806 INDIANA AVENUE</td>
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<tr>
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<td>3515710</td>
<td>Full Service</td>
<td>3402 22ND STREET</td>
<td>LUBBOCK</td>
<td>TX</td>
<td>79410</td>
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<td>4802994</td>
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<td>6501 19TH STREET</td>
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<tr>
<td>OK</td>
<td>995719</td>
<td>Full Service</td>
<td>4500 COLLEGE AVE</td>
<td>FYODER</td>
<td>TX</td>
<td>79349</td>
<td>SCURRY</td>
<td>UNITED STATES</td>
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<td>Not Required</td>
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<tr>
<td>OK</td>
<td>2890607</td>
<td>Full Service</td>
<td>1910 LOCKWOOD</td>
<td>FAHOKA</td>
<td>TX</td>
<td>79173</td>
<td>LYNN</td>
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<td>231773</td>
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<td>2000 GREEN AVENUE</td>
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<td>79361</td>
<td>LYNN</td>
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<td>FIRST BANK &amp; TRUST</td>
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</tr>
</tbody>
</table>
### Form FR Y-6

**First Bank Lubbock Bancshares, Inc.**  
Lubbock, Texas  
Fiscal Year Ending December 31, 2016

#### Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
<td></td>
<td>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
<td></td>
</tr>
</tbody>
</table>
| Barry Orr  
Lubbock, Texas USA | USA | 80,000 | 7.44% | NONE | |
| Nancy Scholz  
Lubbock, Texas USA | USA | 58,000 | 5.39% | | |
<table>
<thead>
<tr>
<th>(1) NAMES &amp; ADDRESSES</th>
<th>(2) PRINCIPAL OCCUPATION IF OTHER THAN W/ BHC</th>
<th>(3)(a) TITLE &amp; POSITION W/ BHC</th>
<th>(3)(b) TITLE &amp; POSITION W/ SUBSIDIARIES (INCLUDE NAME OF SUBS)</th>
<th>(3)(c) TITLE OR POSITION W/ OTHER BUSINESSES (INCLUDE NAMES OF OTHER BUSINESSES)</th>
<th>(4)(a) % OF VOTING SH IN BHC</th>
<th>(4)(c) % OF VOTING SH &gt;25% OF OTHER BUSINESSES</th>
</tr>
</thead>
<tbody>
<tr>
<td>DREW ANDERSON</td>
<td>BANKER</td>
<td>FBLB - ADVISORY DIRECTOR</td>
<td>FBT - ADVISORY DIRECTOR, EVP CLO</td>
<td>ANDERSON 3-C - OWNER</td>
<td>0.76%</td>
<td>ANDERSON 3-C - 100%</td>
</tr>
<tr>
<td>LUBBOCK, TEXAS USA</td>
<td></td>
<td></td>
<td>PWMC - ADVISORY DIRECTOR</td>
<td>TWDA INVESTMENTS - PARTNER</td>
<td></td>
<td>TWDA INVESTMENTS - 50%</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>OLI - ADVISORY DIRECTOR</td>
<td>NEWK'S RESTAURANT - INVESTOR</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>FBT SERVICING - ADVISORY DIRECTOR</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>BARRY BROWN</td>
<td>MASTER ELECTRICIAN &amp; CONTRACTOR</td>
<td>FBLB - DIRECTOR</td>
<td>FBT - DIRECTOR</td>
<td>ACME ELECTRIC-OWNER</td>
<td>4.95%</td>
<td>ACME ELECTRIC - 46%</td>
</tr>
<tr>
<td>LUBBOCK, TEXAS USA</td>
<td></td>
<td></td>
<td>PWMC - DIRECTOR</td>
<td>ADAMS-BROWN REALTY-OWNER</td>
<td></td>
<td>ADAMS-BROWN REALTY - 50%</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>OLI - DIRECTOR</td>
<td>COOPER BROOKE HEIGHTS, INC - OWNER</td>
<td></td>
<td>COOPER BROOKE HEIGHTS - 25%</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>FBT SERVICING - DIRECTOR</td>
<td>COOPER BROOKE HEIGHTS II - OWNER</td>
<td></td>
<td>COOPER BROOKE HEIGHTS II - 33.33%</td>
</tr>
<tr>
<td>DUNCAN BURKHOLDER</td>
<td>MULTIPLE GROUP PRIVATE</td>
<td>FBLB - DIRECTOR</td>
<td>FBT - DIRECTOR</td>
<td>AUSTIN MEDICAL-OWNER</td>
<td>2.37%</td>
<td>WELL HELL - 100%</td>
</tr>
<tr>
<td>LUBBOCK, TEXAS USA</td>
<td></td>
<td></td>
<td>PWMC - DIRECTOR</td>
<td>WELL HELL-OWNER</td>
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<td>WELL HELL - 50%</td>
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<tr>
<td></td>
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<td>OLI - DIRECTOR</td>
<td>SCOTT LABORATORY ROYALTY</td>
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<td>SCOTT LABORATORY ROYALTY - 50%</td>
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<tr>
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<td>FBT SERVICING - DIRECTOR</td>
<td>DIEZ-QUATRO - OWNER</td>
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<td>DIEZ-QUATRO - 50%</td>
</tr>
<tr>
<td>ABELO CASTRO</td>
<td>BANKER</td>
<td>FBLB - ADVISORY DIRECTOR, ASST</td>
<td>FBT-ADVISORY DIRECTOR, EVP/CIO, ASST. SECRETARY, ASST. TREASURER</td>
<td></td>
<td>0.69%</td>
<td></td>
</tr>
<tr>
<td>LUBBOCK, TEXAS USA</td>
<td></td>
<td>SECRETARY, ASST. TREASURER</td>
<td>PWMC - ADVISORY DIRECTOR</td>
<td></td>
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<tr>
<td></td>
<td></td>
<td></td>
<td>OLI - ADVISORY DIRECTOR</td>
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<td></td>
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<td></td>
<td>FBT SERVICING - DIRECTOR</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>BILL DETOURNILLON</td>
<td>FINANCIAL SERVICES</td>
<td>FBLB - DIRECTOR</td>
<td>FBT - DIRECTOR</td>
<td></td>
<td>1.13%</td>
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</tr>
<tr>
<td>LUBBOCK, TEXAS USA</td>
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<td>PWMC - DIRECTOR</td>
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<td></td>
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<td>OLI - DIRECTOR</td>
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<td></td>
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<td>FBT SERVICING - DIRECTOR</td>
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<td></td>
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</tr>
<tr>
<td>GREIG GARLAND</td>
<td>BANKER</td>
<td>FBLB - DIRECTOR &amp; EVP</td>
<td>FBT - DIRECTOR</td>
<td></td>
<td>1.23%</td>
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<tr>
<td>LUBBOCK, TEXAS USA</td>
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<td>PWMC - DIRECTOR</td>
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<td></td>
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<td></td>
<td>OLI - DIRECTOR</td>
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<td></td>
<td>FBT SERVICING - DIRECTOR</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>RICKY GREEN</td>
<td>RESTAURANTER</td>
<td>FBLB - DIRECTOR</td>
<td>FBT - DIRECTOR</td>
<td>GREEN HPD, INC - PRESIDENT</td>
<td>3.62%</td>
<td>GREEN HPD, INC - 100%</td>
</tr>
<tr>
<td>LUBBOCK, TEXAS USA</td>
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<td></td>
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<td>IRON HORSE LIMITED PARTNERSHIP-PARTNER</td>
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<td>RTR INVESTMENTS - 33%</td>
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<tr>
<td></td>
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<td>OLI - DIRECTOR</td>
<td>RTR INVESTMENTS-OWNER</td>
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<td>FBT SERVICING - DIRECTOR</td>
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<tr>
<td>J.T. HOLT</td>
<td>RETIRED BANK REGULATOR</td>
<td>FBLB - DIRECTOR</td>
<td>FBT - DIRECTOR</td>
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<td>0.05%</td>
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<td>LUBBOCK, TEXAS USA</td>
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<td>OLI - DIRECTOR</td>
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<td>FBT SERVICING - DIRECTOR</td>
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<tr>
<td>KEN LACKEY</td>
<td>RE APPRAISALS</td>
<td>FBLB - DIRECTOR</td>
<td>FBT - ADVISORY DIRECTOR</td>
<td>PLAYA CONSTRUCTION-MANAGER</td>
<td>1.09%</td>
<td>PLAYA CONSTRUCTION - 100%</td>
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<td>PWMC - ADVISORY DIRECTOR</td>
<td>LACKEY APPRAISAL, CO-OWNER</td>
<td></td>
<td>LACKEY APPRAISAL, CD - 100%</td>
</tr>
<tr>
<td>Names &amp; Addresses</td>
<td>Principal Occupation If Other Than W/BHC</td>
<td>(3)(a) Title &amp; Position W/BHC</td>
<td>(3)(b) Title &amp; Position W/Subsidiaries (Include Name of Subs)</td>
<td>(4)(a) % of Voting Sh in BHC</td>
<td>(4)(c) % of Voting Sh &gt; 25% of Other Businesses</td>
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</tr>
<tr>
<td>BARRY ORR</td>
<td>BANKER</td>
<td>FBLB - DIRECTOR, CHAIRMAN, &amp; PRESIDENT FBT - DIRECTOR, CEO, CHAIRMAN PWMC - DIRECTOR, CHAIRMAN OLI - DIRECTOR, CEO FBT SERVICING - DIRECTOR, CEO</td>
<td>TREZE PROPERTIES, LLC - SHAREHOLDER OLIVIA PROPERTIES, LLP - PARTNER LUBBOCK U RENTALS, LLC - PARTNER 10 TO WIN, LLC - SHAREHOLDER PURPLE TIE LIMO - SHAREHOLDER</td>
<td>7.43%</td>
<td>TREZE PROPERTIES, LLC: 16.8% OLIVIA PROPERTIES, LLP: 50% LUBBOCK U RENTALS, LLC: 33% 10 TO WIN, LLC: 12.58% PURPLE TIE LIMO: 5%</td>
<td></td>
</tr>
<tr>
<td>BRUCE ORR</td>
<td>LEASE FINANCING</td>
<td>FBLB - DIRECTOR FBT - DIRECTOR PWMC - DIRECTOR OLI - DIRECTOR FBT SERVICING - DIRECTOR</td>
<td>COMMUNITY PARTNERS FUNDING, INC. - PRESIDENT EBH VENTURES, INC. - VICE PRESIDENT FEPCO, LLC - PARTNER</td>
<td>3.19%</td>
<td>COMMUNITY PARTNERS FUNDING, INC.: 45% EBH VENTURES, INC.: 30% FEPCO, LLC: 25%</td>
<td></td>
</tr>
<tr>
<td>RON ROGERS</td>
<td>FINANCIAL SERVICES</td>
<td>FBLB - DIRECTOR FBT - DIRECTOR PWMC - DIRECTOR OLI - DIRECTOR FBT SERVICING - DIRECTOR</td>
<td>N/A</td>
<td>0.99%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>GARY ROTHWELL</td>
<td>RE INVESTMENTS</td>
<td>FBLB - DIRECTOR FBT - DIRECTOR PWMC - DIRECTOR OLI - DIRECTOR FBT SERVICING - DIRECTOR</td>
<td>GARY ROTHWELL INC. - PRESIDENT JR ROTHWELL RANCH, LTD - LIMITED PARTNER</td>
<td>2.37%</td>
<td>GARY ROTHWELL INC.: 48.5% JR ROTHWELL RANCH, LTD: 40.39</td>
<td></td>
</tr>
<tr>
<td>DENISE THOMAS</td>
<td>BANKER</td>
<td>FBLB - ADVISORY DIRECTOR, EVP &amp; TREASURER FBT - ADVISORY DIRECTOR, EVP CFO, SECRETARY &amp; TREASURER PWMC - ADVISORY DIRECTOR OLI - ADVISORY DIRECTOR FBT SERVICING - ADVISORY DIRECTOR, EVP CFO, SECRETARY &amp; TREASURER</td>
<td>N/A</td>
<td>0.29%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>TIM WHITE</td>
<td>BANKER</td>
<td>FBLB - ADVISORY DIRECTOR FBT - ADVISORY DIRECTOR, EVP CCO PWMC - ADVISORY DIRECTOR PPH - DIRECTOR, PRESIDENT FBT SERVICING - ADVISORY DIRECTOR</td>
<td>UNDER THE BUS, LLC - MANAGING MEMBER TWDA, LLC - MANAGING MEMBER</td>
<td>0.90%</td>
<td>UNDER THE BUS, LLC: 33.3% TWDA, LLC: 50%</td>
<td></td>
</tr>
<tr>
<td>JAMES YOUNG</td>
<td>FOOD SERVICES</td>
<td>FBLB - DIRECTOR FBT - DIRECTOR PWMC - DIRECTOR OLI - DIRECTOR FBT SERVICING - DIRECTOR</td>
<td>FOOD CONCEPTS - CEO ABUELO'S INTERNATIONAL - CEO</td>
<td>4.34%</td>
<td>FOOD CONCEPTS: 46% ABUELO'S INTERNATIONAL: 46%</td>
<td></td>
</tr>
</tbody>
</table>
2016 was another record high in earnings and growth. The last five years’ trend for FirstBank Lubbock Bancshares, Inc. and its subsidiaries, FirstBank & Trust and PrimeWest Mortgage, has been nothing short of amazing. It is with pride that we report the following results:

• Earnings at FirstBank & Trust — $16.7 Million
• Return on Equity to our Shareholders — 24%
• Asset growth of $51 Million (6%) to $872 Million
• Deposit growth of $78 Million (11%) to $774 Million
• Loan growth of $64 Million (11%) to $633 Million

2016 was a special year in many ways. FirstBank celebrated its 20th Anniversary and rolled out the red carpet for our customers in every market. Our annual customer and employee events took on the twenty year theme and culminated with a customer appreciation celebration that spanned two city blocks at our 98th and Slide location. In June, FirstBank & Trust was named fastest growing community bank in Texas for the past twenty years by the Independent Community Bankers of America. A humbling achievement and timely correlation to our anniversary.

Today, thanks to you, we are serving the needs of customers throughout Lubbock and nine communities across West Texas. Technology advances have made our products and services available to customers everywhere from the convenience of a computer, tablet, or smart phone. I continue to be impressed with the outstanding service driven culture consistently displayed by our team at every level. From CashBack Checking rewards, to commercial partnerships, to home mortgages, our focus is to deliver the best products and customer service, every time. In addition, we are fortunate to be able to give back to the communities we serve. Our amazing team helped raise more money for people in need than any other year in the history of this organization.

PrimeWest Mortgage continued to be in lock step with a fast paced housing market. In 2016, PrimeWest helped 2,391 individuals and families purchase or refinance homes. In addition, PrimeWest continued to make a significant contribution to our earnings in 2016. As the leading mortgage company in Lubbock, you will see PrimeWest stay on the cutting edge of home lending in 2017 and beyond.

2016 was a year focused on organic growth as we settled into our expansions from 2014 and 2015. We grew over $51 million in assets within our current infrastructure. We also believe additional organic growth will be supported by our current facilities well beyond $1 billion in assets.

2016 set a pace that has given us a great start in 2017. I hope you will take time to review our annual report and see firsthand how our team, our culture, and you, have made FirstBank & Trust the “Best Bank” in West Texas.

Barry Orr
CHAIRMAN/CEO
GET THESE FREE MOBILE BENEFITS!

Text Banking • BillPay • Transfer Funds
Check Balances • Deposit Checks • Purchase Rewards™

FIVE STAR APP RATING

FirstBank & Trust
FB&T BOARD OF DIRECTORS

Barry Orr
Chairman & CEO.
FirstBank & Trust
Greg Garland
President.
FirstBank & Trust
Drew Anderson*
EVP, Chief Lending Officer.
FirstBank & Trust
Barry Brown
Acme Electric, Inc.
Duncan Burkholder, MD
Physician
Abel Castro*
EVP, Business Development Officer.
FirstBank & Trust
Bill deTournillon
President, PrimeWest Mortgage
Ricky Green
Investments
J.W. Holt
Retired, Texas Department of Banking
Ken Lackey
Ken Lackey Appraisal Co.
R. Bruce Orr
Community Funding Partners
Ron Rogers
COO, PrimeWest Mortgage
Gary Rothwell
Rothwell Homes
Denise Thomas, CPA*
EVP, Chief Financial Officer.
FirstBank & Trust
Tim White*
EVP, Chief Credit Officer.
FirstBank & Trust

*Advisory Director

FIRSTBANK & TRUST OFFICERS

Barry Orr
Chairman & CEO.
Greg Garland
President.
Abel Castro
EVP, Business Development Officer.
Drew Anderson
EVP, Chief Lending Officer.
Barry Brown
Acme Electric, Inc.
Denise Thomas, CPA
EVP, Chief Financial Officer.
Tim White
EVP, Chief Credit Officer.
Hana Robertson
EVP, Chief Deposit Officer & Director of Special Projects.
Jeff Jaynes
EVP, Wealth Management.
Mark Waldrip
SVP, Area President, Mitchell & Scurry Counties.
April Gross
SVP, Loan Ops. Manager.
Benji Nead
SVP, Chief Marketing Officer.
Brent Beesinger
SVP, Controller.
Casey Lewis
SVP, Chief Compliance Officer.
Cheryl Brown, CPA
SVP, Internal Audit.

Chuck Senter
SVP, Area President, Ag. Lending.
Jared Townsend
SVP, Branch President, South.
John Robinson
SVP, Branch President, MidCity.
Kelsey McGee
SVP, Accounting Manager.
Marilyn Dixon
SVP, Executive Assistant.
Mitch Watson
SVP, Business Solutions and Treasury Management.
Stephen Quisenberry
SVP, Chief Technology Officer.
Vickie Bennett
SVP, Human Resources.
Alex Orr
VP, Loan Officer.
Brandon Tidwell
VP, IT Manager.
Brett Holloway
VP, Branch Manager, West.
Brettnay Jones
VP, Director of Personal Banking.
Colton Glasscock
VP, Loan Officer.
Dianne Clifton
VP, Executive Assistant.
Johnnie Field
VP, Lending Assistant.
Josh Slater
VP, Loan Review Officer.

Megan Moran
VP, Executive Assistant.
Melissa Raney
VP, Lending Assistant.
Molly Hall
VP, Director of Deposit Services.
Sareesa Proctor
VP, Personal Banker.
Sharon Isham
VP, Branch President, Wilson.
Stephanie Mason
VP, Special Assets Officer.
Beverly McBeath
AVP, Marketing Director.
Bubba Jennings
AVP, Branch Manager, South.
Clayton Ratterree
AVP, Senior Credit Analyst.
Clark Lehnert
AVP, Operations.
Grant McMillan
AVP, Loan Officer.
Jason Johnston
AVP, Solutions for Business.
Kim Bennett
AVP, Lending Assistant.
Kim Overton
AVP, Deposit Operations Specialist.
Lacie Dillard
AVP, Deposit Operations Manager.
Lynette Bonham
AVP, Lending Assistant.
Mary Jones
AVP, Loan Ops Assistant Manager.

Pam Hartsfield
AVP, Personal Banker.
Rebecca Ussey
AVP, Credit Card Coordinator.
Shawn Stults
AVP, Wealth Management.
Starla Casares
AVP, Personal Banker.
Jared Wilkerson
Loan Officer.
Ananda Locke
Banking Officer.
Belia Romero
Banking Officer.
Bill Murray
Banking Officer.
Cameron Lambo
Banking Officer.
Norma Trevino
Banking Officer.
Pam Campbell
Banking Officer.
Sarah Barnhill
Banking Officer.
Sarah Cypert
Banking Officer.
Sheryl Callaway
Banking Officer.
Tabitha Fraher
Banking Officer.
Trent Lee
Banking Officer.

Jennifer Clark
Banking Officer.
Judy Gandy
Banking Officer.
Karen Givan
Banking Officer.
Karen Stewart
Banking Officer.
Keri Goad
Banking Officer.
Laura Honnol
Banking Officer.
Marcie Navarro
Banking Officer.
Maria Marquez
Banking Officer.
Miranda Landin
Banking Officer.
My Linda Garcia
Banking Officer.
Tammi Wood
VP, Mortgage Loan Officer.
Tom Bartosh
VP, Branch President, Waxahachie.
Amy Hodges
AVP, Marketing Director.
Antia McGrohan
AVP, Assistant Loan Officer.
Brittany Rangel
AVP, Assistant Loan Officer.
Cole Klinkebiel
AVP, Quality Control.
Kelci Walthall
AVP, Servicing Manager.
Kreg Kyle
AVP, Assistant Servicing Manager.
Megan Hood
AVP, Assistant Loan Officer.
Saundra Sanchez-Mora
AVP, Servicing.
Sharon Mitchell
AVP, Quality Control.
Stephanie Kavanaugh
AVP, Secondary Marketing Analyst.
Whitney Cheney
AVP, Assistant Loan Officer.
Zeke Patton
AVP, Quality Control.

PRIMEWEST MORTGAGE OFFICERS

Bill deTournillon
President.
Allyn Piland
Executive Vice President.
Ron Rogers
Chief Operations Officer.
Phebe Ellis-Roach
SVP, Mortgage Loan Officer.
Tracy McAllister
SVP, Quality Control Manager.
Jeff Sicking
SVP, Mortgage Loan Officer.
Adrienne Rendon
VP, Mortgage Loan Officer.
Andrea Spencer-Holt
VP, Mortgage Loan Officer.
Casey Taylor
VP, Mortgage Loan Officer.
Diana Hunt
VP, Branch President, Wichita Falls.
Dwainna Wulfjen
VP, Operations.
Jack Bibb
VP, Mortgage Loan Officer.
Jerry Hernandez
VP, Closing Manager.
Jessica Snead
VP, Customer Experience Manager.
Leanna Harris
VP, Mortgage Loan Officer.
Melissa Wicker
VP, Branch President, Midland.

*Advisory Director
**Book Value Per Share**

*As of December 31st*

<table>
<thead>
<tr>
<th>Year</th>
<th>Book Value Per Share</th>
</tr>
</thead>
<tbody>
<tr>
<td>'12</td>
<td>$37.96</td>
</tr>
<tr>
<td>'13</td>
<td>$43.58</td>
</tr>
<tr>
<td>'14</td>
<td>$50.27</td>
</tr>
<tr>
<td>'15</td>
<td>$60.76</td>
</tr>
<tr>
<td>'16</td>
<td>$65.77</td>
</tr>
</tbody>
</table>

**Return on Equity**

<table>
<thead>
<tr>
<th>Year</th>
<th>Return on Equity</th>
</tr>
</thead>
<tbody>
<tr>
<td>'12</td>
<td>16.46%</td>
</tr>
<tr>
<td>'13</td>
<td>24.07%</td>
</tr>
<tr>
<td>'14</td>
<td>22.92%</td>
</tr>
<tr>
<td>'15</td>
<td>19.56%</td>
</tr>
<tr>
<td>'16</td>
<td>23.55%</td>
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### 2016 Bank Earnings

<table>
<thead>
<tr>
<th>Quarter</th>
<th>Budget (Millions)</th>
<th>Actual (Millions)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Q1</td>
<td>$2.82</td>
<td>$3.53</td>
</tr>
<tr>
<td>Q2</td>
<td>$2.82</td>
<td>$3.93</td>
</tr>
<tr>
<td>Q3</td>
<td>$4.14</td>
<td>$5.22</td>
</tr>
<tr>
<td>Q4</td>
<td>$3.69</td>
<td>$5.16</td>
</tr>
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</table>

### Leverage Tier 1 Capital

**As of December 31st**

<table>
<thead>
<tr>
<th>Year</th>
<th>Leverage (Millions)</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>2012</td>
<td>$52</td>
<td>9.35%</td>
</tr>
<tr>
<td>2013</td>
<td>$59</td>
<td>9.59%</td>
</tr>
<tr>
<td>2014</td>
<td>$69</td>
<td>9.31%</td>
</tr>
<tr>
<td>2015</td>
<td>$79</td>
<td>10.02%</td>
</tr>
<tr>
<td>2016</td>
<td>$87</td>
<td>10.09%</td>
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