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. §§ 3108(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 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 as an LLC, see the General Instructions for the authorized individual who must sign the report.

i, Robert Upchurch
Name of the Holding Company Director and Officer
President

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 Officer
2-8-2017
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 3069482
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

N/A
Reporter's Legal Entity Identifier (LEI) (20 Character LEI Code)

Bedias TX 77831
P.O. Box 99
City State Zip Code
Mailing Address of the Holding Company

Bedias Financial Corp.
Legal Title of Holding Company

P.O. Box 99
(Mailing Address of the Holding Company) Street / P.O. Box

22001 Highway 90 North
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Steve Wharram
Name Title
CPA

817-641-2274
Area Code / Phone Number / Extension

817-641-2474
Area Code / FAX Number

steve@gwoco.com
E-mail Address

http://bediasbank.com
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion

☐ of this report submission? YES NO

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 1: Annual reports to shareholders

None

Report Item 2(a): Organization Chart

Bedias Financial Corp.
Bedias, Texas 77831
Texas Corporation

100% Ownership

First State Bank of Bedias
Bedias, Texas 77831
Texas Corporation

100% Ownership

Bedias Mineral Interests, Inc.
Bedias, Texas 77831
Texas Corporation

No entity has a LEI number.

Report Item 2(b): Domestic Branch Listing

Sent to Federal Reserve Bank 02/06/2017
Removal and Verification Steps:
1. In the Date 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:
- **Change**: If the branch information is incorrect or incomplete, revise the data, enter "Change" in the Data Action column and the date when the information first becomes 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 opened 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 Procedures:
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](https://y10online.federalreserve.gov).

* FDIC UNICOM, 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 Source Code</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 UNICOM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSD</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>CE</td>
<td>Full Service</td>
<td>88352</td>
<td>FIRST STATE BANK OF BEDIAS</td>
<td>22001 HIGHWAY 90 NORTH</td>
<td>BEDIAS</td>
<td>TX</td>
<td>77831</td>
<td></td>
<td>AGINIS</td>
<td>UNITED STATES</td>
<td>010882</td>
<td>0</td>
<td>FIRST STATE BANK OF BEDIAS</td>
<td>88352</td>
<td></td>
</tr>
<tr>
<td>CE</td>
<td>Full Service</td>
<td>88352</td>
<td>BEDIAS BRANCH</td>
<td>22001 HIGHWAY 90 NORTH</td>
<td>BEDIAS</td>
<td>TX</td>
<td>77831</td>
<td></td>
<td>AGINIS</td>
<td>UNITED STATES</td>
<td>010882</td>
<td>1</td>
<td>FIRST STATE BANK OF BEDIAS</td>
<td>88352</td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3(1): Securities holders

<table>
<thead>
<tr>
<th>(I)(a)</th>
<th>(I)(b)</th>
<th>(I)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name and Address</td>
<td>Country</td>
<td>Number of Common Shares and Percentage Ownership of Bedias Financial Corp.</td>
</tr>
<tr>
<td>Robert Upchurch, III Bedias, Texas</td>
<td>USA</td>
<td>460 17.5%</td>
</tr>
<tr>
<td>Robert E. L. Upchurch Family Trust</td>
<td>USA</td>
<td>1368 51.9%</td>
</tr>
<tr>
<td>Robert Upchurch, III</td>
<td>USA</td>
<td>51.9%</td>
</tr>
<tr>
<td>Kathryn D. Upchurch</td>
<td>USA</td>
<td>17.5%</td>
</tr>
<tr>
<td>Mary Candice Barousse Montgomery, Texas</td>
<td>USA</td>
<td>468 17.8%</td>
</tr>
<tr>
<td>Kathryn D. Upchurch Bedias, Texas</td>
<td>USA</td>
<td>255 9.7%</td>
</tr>
</tbody>
</table>

Report Item 3(2): Securities holders of 5% or more not listed in Report Item 3(1)

None
## Report Item 4: Insiders

<table>
<thead>
<tr>
<th>(1) Name and Address</th>
<th>(2) Principal Occupation</th>
<th>(3)(a) Title/Position with Bedias Financial Corp.</th>
<th>(3)(b) Title/Position w/Subsidiaries</th>
<th>(4)(a) Number of Common Shares and Percentage Ownership of Bedias Financial Corp.</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(c) Names of other Companies w/25% or more Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert Upchurch</td>
<td>Banking</td>
<td>Pres/Sec/CEO/COB</td>
<td>Pres/CEO/COB (First State Bank)</td>
<td>N/A</td>
<td>460</td>
<td>17.5%</td>
</tr>
<tr>
<td>Bedias, TX USA</td>
<td></td>
<td></td>
<td>Pres/Sec/CEO/COB (Bedias Mineral)</td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Mary C. Barousse</td>
<td>Teaching</td>
<td>Director</td>
<td>Sec/Director (First State Bank)</td>
<td>N/A</td>
<td>468</td>
<td>17.8%</td>
</tr>
<tr>
<td>Montgomery, TX USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kathryn D. Upchurch</td>
<td>N/A</td>
<td>Director</td>
<td>Director (First State Bank)</td>
<td>N/A</td>
<td>255</td>
<td>9.7%</td>
</tr>
<tr>
<td>Bedias, TX USA</td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kathryn L. Upchurch</td>
<td>Sales</td>
<td>Director</td>
<td>Director (First State Bank)</td>
<td>N/A</td>
<td>-0%</td>
<td>0.0%</td>
</tr>
<tr>
<td>Richardson, TX USA</td>
<td></td>
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<tr>
<td>John Barousse</td>
<td>N/A</td>
<td>Director</td>
<td>Director (First State Bank)</td>
<td>N/A</td>
<td>-0%</td>
<td>0.0%</td>
</tr>
<tr>
<td>Montgomery, TX USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Robert E. L. Upchurch</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
<td>1368</td>
<td>51.9%</td>
</tr>
<tr>
<td>Family Trust</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trustees:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Robert Upchurch</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kathryn D. Upchurch</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bedias, TX USA</td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jason Gooch</td>
<td>Banking</td>
<td>N/A</td>
<td>Vice President (First State Bank)</td>
<td>N/A</td>
<td>-0%</td>
<td>0.0%</td>
</tr>
<tr>
<td>Bedias, TX USA</td>
<td></td>
<td></td>
<td>Director (Bedias Mineral)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>