

CONFIDENTIAL
JUL 17 2017

FR Y-6
OMB Number 7100-0287
Approval expires September 30, 2018
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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 5486(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

549300NCFQFR16RKM038

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

Reporter's Name, Street, and Mailing Address

I, Elaine Martin

Name of the Holding Company Director and Official

President and Director

Title of the Holding Company Director and Official

Frontier Community Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 551

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

Elgin TX 78621

City State Zip Code

1213 Hwy. 290, Elgin, TX 78621

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Elaine Martin President and Director

Name Title

512-281-1500

Area Code / Phone Number / Extension

512-281-1575

Area Code / FAX Number

EMartin@FrontierBankofTexas.com

E-mail Address

www.FrontierBankofTexas.com

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

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.

Elaine Martin Pres & Dir

Signature of Holding Company Director and Official

3-21-17

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 472991
C.I.

Is confidential treatment requested for any portion of this report submission? No Yes

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."

Frontier Community Bancshares, Inc.

Form FR Y-6

December 31, 2016

Responses to Report Items

- Item No. 1 - The bank holding company prepares an annual financial report for its shareholders; a copy is included in the Exhibit D.
- Item No. 2(a) - Organizational chart is presented in Exhibit A.
- Item No. 2(b) - The domestic branch listing for Frontier Community Bancshares, Inc. and its subsidiary bank Frontier Bank of Texas were verified and returned to the Federal Reserve Bank.
- Item No. 3 (1) - A list of shareholder control groups with 5 percent or more voting interest for the bank holding company as of year-end is in Exhibit B.
- Item No. 3 (2) - N/A – no other shareholders with 5 percent or more voting interest at any point during the year.
- Item No. 4 - A list of principal shareholders, directors, and executive officers for the bank holding company is in Exhibit C.

Results: A list of branches for your depository institution: FRONTIER BANK OF TEXAS (ID: RSSD: 3472046)
 This depository institution is held by FRONTIER COMMUNITY BANCSHARES, INC. (4721293) of ELGIN, 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.

Data Action	Effective Date	Branch Service Type	Branch ID	RSSD*	Regular 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)	3472046	FRONTIER BANK OF TEXAS	1213 HIGHWAY 290	ELGIN	TX	78621	BASTROP	UNITED STATES	450915	0	FRONTIER BANK OF TEXAS		3472046		
OK		Full Service	4126611	BASTROP BRANCH	1500 CHESTNUT STREET	BASTROP	TX	78602	BASTROP	UNITED STATES	507788	1	FRONTIER BANK OF TEXAS		3472046		

Frontier Community Bancshares, Inc.
Organizational Chart
December 31, 2016

Frontier Community
Bancshares, Inc.
LEI: 549300NCFQFR16RKM038
Elgin, TX
Incorporated in Texas

100% ownership

Frontier Bank of Texas
LEI: None
Elgin, TX
(Bank Subsidiary)
Incorporated in Texas

Frontier Community Bancshares, Inc.

5% Shareholder Control Groups

December 31, 2016

Name	City, State, Country	Country of Citizenship / Incorporation	Common Shares Owned / Controlled	Percentage of Total
Elk Mountain LTD	Houston, TX, USA	USA	150,000	5.64%

Note: No changes in 5% shareholder control groups during the year ending December 31, 2016.

Frontier Community Bancshares, Inc.

AMENDED
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Insiders

December 31, 2016

Name / Address	Occupation other than HC	Position with HC	Position with Subsidiary Frontier Bank of Texas	Position with Other Businesses	Percent Shares Owned of HC	Percent Shares Owned in Subs.	Names of Other Companies Greater Than 25% Owned
Ken Armbrister Round Rock, TX	Consultant, lobbyist, advocate	Director & Chairman	Director & Chairman	None	1.31%	None	Ken Armbrister for Senate Campaign - 100%
Joseph J. Beal Bastrop, TX	Consultant	Director	Director	Owner, Beal Consulting, Inc.	1.13%	None	Beal Consulting, Inc. - 100%
Ernest F. Bogart Elgin, TX	Attorney	Director	Director	Partner, Owen and Bogart	0.55%	None	Owen Bogart Rogers and Nisimblat, Lawyers - 50%
Melissa Cole Elgin, TX	Investor	Director	Director	None	0.47%	None	Aumego, Inc. - 33%; Cole Interests, Ltd. - 49%
David Glass Elgin, TX	Rancher	Director	Director	Owner, Silverado Business Systems, Inc.; Owner, Rockdale General Store LLC	0.90%	None	Silverado Business Systems, Inc.; Elgin General Store, LLC; Rockdale General Store, LLC; Elgin Properties, LLC; Aggie Investments, LLC; DADD Investments, LLC; DADD Management, LLC; DADD Family Trust (all above 100%)
Elaine Martin Elgin, TX	Banker	Director	Director, Chief Operations Officer President	None	0.30%	None	None
Roger Mogonye Elgin, TX	Rancher	Director	Director	Owner, Elgin Fertilizer; Owner, Mogonye Farms	0.47%	None	Elgin Fertilizer Co., Inc. - 100%; Roger Mogonye Farms - 100%

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Bruce Schunhals Elgin, TX	Retired Hardware store owner	Director	Director	None	0.59%	None	None
Dr. Charles Graham Elgin, TX	Veterinarian	Director	Director	Owner, CG and NG Holdings Ltd; Owner, Hills Prairie Livestock Auction	1.41%	None	CG & NG Holdings Ltd. - 100%; Graham Land & Cattle Co. - 100%; Hills Prairie Livestock Auction - 100% Hamilton Commission Co. - 83%; Graham Retail Center - 70%; Circle G - 100%; Sunset Livestock Carriers - 100%; Heritage Place Inc. - Oklahoma - 25%; CNG Real Estate - 100%; Graham Gaming - 100%; Elgin Vet. Hospital - 33%; Graham O & G Ventures - 100%; Graham Land Holdings - 100%; Pine Valley Estates - 33%
Tom Soott Bastrop, TX	Retired Exec Officer of University of Texas Admin	Director	Director	None	0.19%	None	None
Keith Snowden Elgin, TX	Investor	Director	Director	Owner, Snowden Ventures, LLC; Owner, Elgin Mini Storage	0.34%	None	Tejano Construction - 33%; Snowden Ventures LLC - 100%; Elgin Mini Storage - 100%; Snowden General Partner, LTD - 100%
Stan Voelker Elgin, TX	Construction company owner	Director	Director	Owner, Voelker Construction; Owner, Tri- Steel Structures	0.06%	None	Voelker Welding and Construction - 50%; Voelker Construction - 100%; Tri-Steel Structures - 100%

Kirk Watson Austin, TX	Texas State Senator and Attorney	Director	Director	Partner, Husch Blackwell LLP	1.31%	None	Kirk Watson Campaign - 100%
Patrick Johnson Elgin, TX	Banker	Director	Director; <i>Exec President & CEO</i>	None <i>officer</i>	0.40%	None	None
Vicki Dumbuck Elgin, TX	Banker	None	Senior Vice President	None	0.15%	None	None

AMENDED
JUL 17 2017

Frontier Community Bancshares, Inc.
(UNAUDITED)

EXHIBIT D

	<u>12/31/2015</u>	<u>12/31/2016</u>
Assets		
Cash	2,216.39	10,105.69
Receivable from Bank - income tax benefit	10,235.00	(0.00)
Investment in Frontier Bank	26,147,566.94	27,026,442.48
Total Assets	26,160,018.33	27,036,548.17
Liabilities		
Line of Credit Payable	-	-
Total Liabilities	-	-
Capital		
Common Stock	2,663,337.00	2,665,737.00
Paid in Surplus	22,592,652.21	22,619,476.71
Unrealized Loss on AFS investments of Bank	(173,358.02)	(404,238.15)
Retained Earnings	1,077,387.14	2,155,572.61
Total Capital	26,160,018.33	27,036,548.17
Total Liabilities and Capital	26,160,018.33	27,036,548.17
Income and Expense Statement		
Year to Date		
Income		
Dividends	(668,780.88)	(15,000.00)
Undistributed Earnings of Bank	(393,272.32)	(1,080,531.67)
Income tax benefit	(10,235.00)	(10,628.00)
Misc. Income	-	(4,443.13)
Total Income	(1,072,288.20)	(1,110,602.80)
Expenses		
Interest Expense	108.84	-
Legal Fees	5,200.00	17,033.00
Accounting Fees	18,395.00	4,800.00
Transfer Agent Fees	6,398.89	10,584.33
Total Expenses	30,102.73	32,417.33
Net Income	1,042,185.47	1,078,185.47

This statement has not been reviewed or confirmed for accuracy or relevance by the Texas Department of Banking, the Federal Deposit Insurance Corporation, or the Federal Reserve Bank.