

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, 2017

Month / Day / Year

NONE

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

Reporter's Name, Street, and Mailing Address

TRIPLE J FINANCIAL, INC

Legal Title of Holding Company

PO BOX 730

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

CLAUDE	TX	79019
City	State	Zip Code

101 N TRICE ST

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

ANITA IRBY SEC/TREAS

Name Title

806-226-2661

Area Code / Phone Number / Extension

806-226-2351

Area Code / FAX Number

claude@gocitizensbank.com

E-mail Address

www.gocitizensbank.com

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

I, JEFF A NUNN

Name of the Holding Company Director and Official

PRESIDENT/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 2952541
 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."

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.

FIRST CAPROCK BANCSHARES, INC.
Legal Title of Subsidiary Holding Company

3500 SOUTH DUPONT HIGHWAY
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

DOVER DE 19901
City State Zip Code

101 N TRICE ST. CLAUDE, TX 79019
Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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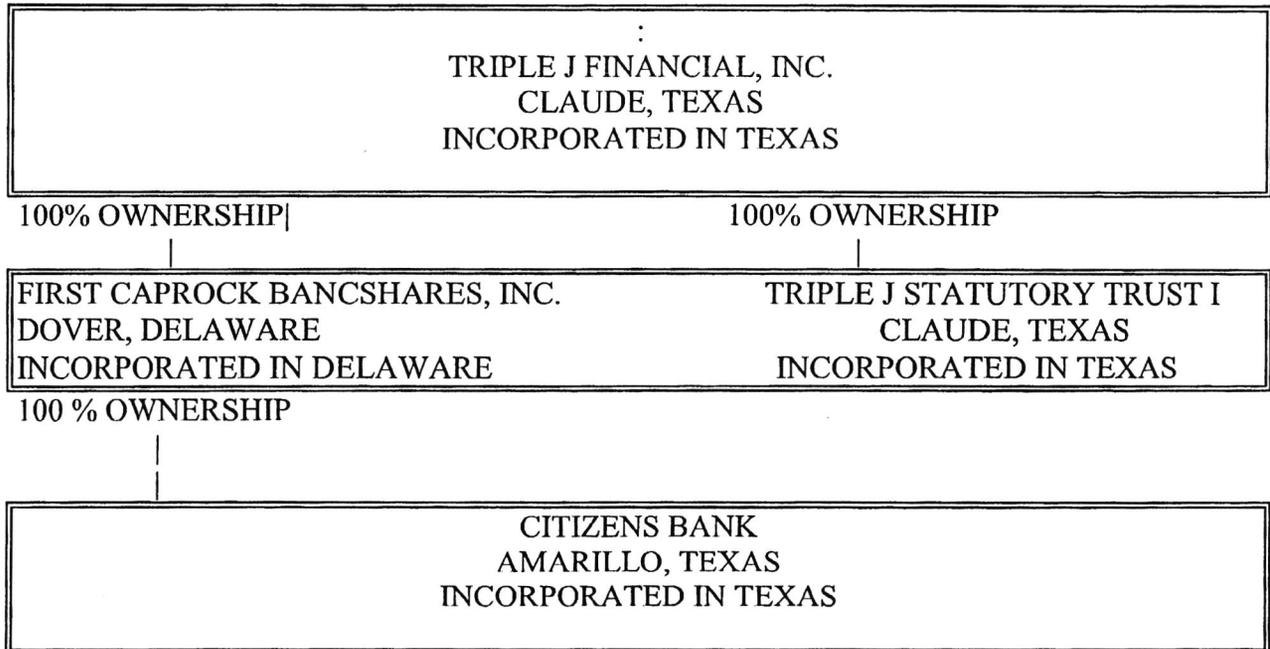
TRIPLE J FINANCIAL, INC.
DECEMBER 31, 2017

Report Item 1:

An annual report to shareholders is not prepared.

Report Item 2a:

ORGANIZATIONAL CHART
TRIPLE J FINANCIAL, INC.
DECEMBER 31, 2017



No entity has a LEI

Triple J Financial , Inc.
Annual Report- FR-Y6
December 31, 2017

Report Item 2b-Domestic Branch Listing

Submitted via email- February 15, 2018

Results: A list of branches for your depository institution: CITIZENS BANK (ID_RSSD: 885252).
 This depository institution is held by TRIPLE J FINANCIAL, INC. (2952541) of CLAUDE, TX.
 The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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*	Popular 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)	885252	CITIZENS BANK	4117 SOUTH GEORGIA STREET	AMARILLO	TX	79110	RANDALL	UNITED STATES	Not Required	Not Required	CITIZENS BANK	885252	
OK		Full Service	505756	TUCUMCARI BRANCH	211 EAST MAIN STREET	TUCUMCARI	NM	88401-2222	QUAY	UNITED STATES	Not Required	Not Required	CITIZENS BANK	885252	
OK		Full Service	4222181	CLAUDE BRANCH	101 NORTH TRICE STREET	CLAUDE	TX	79019	ARMSTRONG	UNITED STATES	Not Required	Not Required	CITIZENS BANK	885252	
OK		Full Service	3538540	TULIA BRANCH	200 NORTH MAXWELL AVENUE	TULIA	TX	79088	SWISHER	UNITED STATES	Not Required	Not Required	CITIZENS BANK	885252	

TRIPLE J FINANCIAL, INC.
ANNUAL REPORT-----FR Y 6
December 31, 2017

ITEM 3 (1) : SECURITIES HOLDERS

NAME & ADDRESS	CITIZENSHIP	COMMON SHARES	PERCENT OWNED
NUNN FAMILY TOTAL		<u>67980</u>	94.94%
JEFF A NUNN KATHRINE NUNN Amarillo, TX	USA	62799	87.71%
SAMUEL NUNN Amarillo, TX	USA	4671	6.52%
JOHNNA PURCELL Amarillo, TX	USA	255	0.36%
BRENNA SMILEY Amarillo, TX	USA	255	0.36%

FIRST CAPROCK BANCSHARES, INC.
ANNUAL REPORT-----FR Y 6
December 31, 2017

ITEM 3 (1) : SECURITIES HOLDERS

NAME & ADDRESS	CITIZENSHIP	COMMON SHARES	PERCENT OWNED
TRIPLE J FINANCIAL, INC. CLAUDE, TX	USA	30200	100.00%

TRIPLE J FINANCIAL, INC.
ANNUAL REPORT-----FRY 6
December 31, 2017

ITEM 3 (2): SECURITIES HOLDERS

NONE

FIRST CAPROCK BANCSHARES, INC.
ANNUAL REPORT-----FRY 6
December 31, 2017

ITEM 3 (2): SECURITIES HOLDERS

NONE

TRIPLE J FINANCIAL, INC.
 ANNUAL REPORT--FR Y-6
 December 31, 2017

ITEM 4: DIRECTORS AND OFFICERS

4(1) NAME & ADDRESS	4(3a) TITLE (Triple J)	4(3c) OTHER BUSINESS	4(2) OCCUPATION	4(4a) PERCENT OF TJ VOTING SHARES	4(3b) POSITION WITH FIRST CAPROCK	4(4b) POSITION WITH VOTING SHARES-NONE	4(4c) % OF SHARES Other Business	4(3b) 4(4b) POSITION WITH CITIZENS BANK
JEFF A. NUNN KATHRINE NUNN** AMARILLO, TX USA	CHM/PRESIDENT	n/a	BANKER	87.71%	Chairman/President	Voting shares-None	N/A	President/CEO Voting Shares-None
SAM NUNN AMARILLO, TX USA	DIRECTOR VICE PRESIDENT	n/a	BANKER	6.52%	Director/Vice President	Voting Shares-None	N/A	Sr. Vice President Voting Shares-None
ANITA IRBY CLAUDE, TX USA	SEC/TREASURER	n/a	BANKER	0.28%	Sec/Treas	Voting Shares-None	N/A	Sr. VP/Cashier Voting Shares-None
LIZ ESTRADA TUCUMCARI, NM USA	ASST. SECRETARY	n/a	BANKER	1.61%	Asst. Secretary	Voting Shares-None	N/A	Executive VP Voting Shares-None
JOHANNA PURCELL AMARILLO, TX USA	PRINCIPAL SECURITIES HOLDER	n/a	HOMEMAKER	0.36%	N/A	Voting Shares-None	N/A	N/A
BRENNNA SMILEY AMARILLO TX USA	PRINCIPAL SECURITIES HOLDER	Owner Full Circle Design Amarillo, TX	INTERIOR DESIGN	0.36%	N/A	Voting Shares-None	Full Circle Design 100% OWNER	N/A

** Kathrine Nunn is also an owner but not a director or officer

FIRST CAPROCK BANCSHARES, INC.
 ANNUAL REPORT---FR Y-6
 December 31, 2017

ITEM 4: DIRECTORS AND OFFICERS

4(1)	4(3a) 4(4a)	4(3b) 4(4b) POSITION WITH CITIZENS BANK	4(2) OCCUPATION	4(3c) Other Company	4(4c) % of shares Other Business
JEFF A. NUNN AMARILLO, TX USA	DIRECTOR PRESIDENT/CEO Voting Shares-none	President/CEO Voting shares-none	BANKER	None	N/A
SAM NUNN AMARILLO, TX USA	DIRECTOR/VICE PRESIDENT Voting Shares-None	Executive VP Voting Shares-none	BANKER	None	N/A
ANITA IRBY CLAUDE, TX USA	SEC/TREASURER Voting Shares-none	Sr VP/Cashier Voting Shares -none	BANKER	None	N/A
LIZ ESTRADA TUCUMCARI, NM USA	ASST. SECRETARY Voting Shares-none	Executive VP Voting Shares -none	BANKER	None	N/A
TRIPLE J FINANCIAL, INC. CLAUDE, TEXAS USA	4(3a) N/A 4(4a) 100% ownership	4(3b) N/A 4(4b) N/A	N/A	N/A	N/A