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): 12/31/2017
Month / Day / Year

254900R8X123F36GR652
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Beal Financial Corporation
Legal Title of Holding Company

6000 Legacy Drive
(Mailing Address of the Holding Company) Street / P.O. Box
Plano TX 75024
City State Zip Code

(physical address)

Person to whom questions about this report should be directed:

Name Title
Tim H. Taylor Director/Secretary

469-467-5426 Area Code / Phone Number / Extension
972-309-3971 Area Code / FAX Number

ttaylor@bealservice.com E-mail Address

N/A 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.

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.
Report Item 1:
The bank holding company is not registered with the SEC and does not prepare an annual report for its shareholders.
<table>
<thead>
<tr>
<th>Securities</th>
<th>Date of Acquisition</th>
<th>City, State, Country of Incorporation</th>
<th>State or Province of Organization</th>
<th>Securities Held or</th>
<th>Securities Held or</th>
<th>Securities Held or</th>
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<tbody>
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<td>Name</td>
<td>Number of Shares</td>
<td>Name</td>
<td>Number of Shares</td>
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<tr>
<td>None</td>
<td>29,000, 200% Common Stock</td>
<td>None</td>
<td>29,000, 200% Common Stock</td>
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<th>Item 3:</th>
<th>Item 4:</th>
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Fiscal Year Ending December 31, 2017
Bear Financial Corporation - 0003818804
Form FR V-6