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.

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.

Name of the Holding Company Director and Official
Director and 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 Official

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2017
Month / Day / Year
N/A

Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters' Name, Street, and Mailing Address

BMC Bancshares, Inc.
Legal Title of Holding Company
3100 Monticello Avenue, Suite 400
(Mailing Address of the Holding Company) Street / P.O. Box
Dallas TX 75205
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Jonathan Morris
Director and President
Name Title
214-526-7178
Area Code / Phone Number / Extension

Area Code / FAX Number
jmorris@titanbank.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.

03/2018
Report Item
1. The bank holding company prepared an annual report for it's securities holders. A copy is enclosed.

2. Organizational Chart

\[
\begin{array}{c}
\text{BMC Bancshares, Inc.} \\
\text{Dallas, Texas} \\
\text{Incorporation - State of Texas} \\
\text{LEI: None} \\
\end{array}
\]

\[
\begin{array}{c}
\text{Titan Bank, N.A.} \\
\text{Mineral Wells, Texas} \\
\text{Incorporation - United States} \\
\text{LEI: None} \\
\end{array}
\]
Related companies of BMC Bancshares, Inc.

BMC Bancshares, Inc.
Dallas, TX 75205
Incorporated - State of Texas
Business activity: Holding company of Titan Bank

Titan Bank, N.A.
Mineral Wells, TX 76067
Business activity: Commercial Bank

BMC Capital, LP
Dallas, TX 75205
Incorporated - State of Texas
Business activity: Commercial real estate lender and mortgage financer
Results: A list of branches for your depository institution: **TITAN BANK, N.A.** (ID_RSSD: 328357).

This depository institution is held by **BMC BANCSHARES, INC.** (3831625) of **DALLAS, 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.

<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>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>328357</td>
<td>TITAN BANK, N.A.</td>
<td>1701 EAST HUBBARD AVENUE</td>
<td>MINERAL WELLS</td>
<td>TX</td>
<td>76067</td>
<td>PALO PINTO</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TITAN BANK, N.A.</td>
<td>328357</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3636482</td>
<td>GRAFORD BRANCH</td>
<td>200 NORTH MAIN STREET</td>
<td>GRAFORD</td>
<td>TX</td>
<td>76449</td>
<td>PALO PINTO</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TITAN BANK, N.A.</td>
<td>328357</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Country of Citizenship</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
<th>Name, City, State, Country</th>
<th>Country of Citizenship</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jonathan Morris, Dallas, Texas, USA</td>
<td>USA</td>
<td>2355 or 25.80% Common Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Carl Esrey, Dallas, Texas, USA</td>
<td>USA</td>
<td>4666 or 51.12% Common Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Stewart McCray, Dallas, Texas, USA</td>
<td>USA</td>
<td>477 or 5.23% Common Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Name</td>
<td>City, State</td>
<td>Principal Occupation if other than with Bank Holding Company</td>
<td>Title &amp; Position with Bank Holding Company</td>
<td>Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>Title &amp; Position with Other Businesses (include names of other businesses)</td>
</tr>
<tr>
<td>-----------------</td>
<td>-------------</td>
<td>-------------------------------------------------------------</td>
<td>-------------------------------------------</td>
<td>------------------------------------------------------------------</td>
<td>--------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Carl Esrey</td>
<td>Dallas, Texas, USA</td>
<td>N/A</td>
<td>Director/Chairman</td>
<td>None</td>
<td>Chairman - BMC Bancshares</td>
</tr>
<tr>
<td>Jonathan Morris</td>
<td>Dallas, Texas, USA</td>
<td>N/A</td>
<td>Director &amp; President</td>
<td>None</td>
<td>Limited Partner - Oak Country Estates</td>
</tr>
</tbody>
</table>

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)
<table>
<thead>
<tr>
<th>ASSETS</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and Due From Banks</td>
<td>$21,258,207.19</td>
</tr>
<tr>
<td>Securities</td>
<td>20,413,568</td>
</tr>
<tr>
<td>Certificates of Deposit</td>
<td>4,485,000</td>
</tr>
<tr>
<td>Loans, Including Overdrafts</td>
<td>55,160,606</td>
</tr>
<tr>
<td>Fixed Assets</td>
<td>1,483,860</td>
</tr>
<tr>
<td>Other Assets</td>
<td>5,489,881</td>
</tr>
<tr>
<td><strong>TOTAL ASSETS</strong></td>
<td><strong>$108,291,121</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>LIABILITIES</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Deposits</td>
<td>$95,967,708.46</td>
</tr>
<tr>
<td>Other Liabilities</td>
<td>818,766</td>
</tr>
<tr>
<td><strong>TOTAL LIABILITIES</strong></td>
<td><strong>96,786,474.38</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>CAPITAL</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>$200,000</td>
</tr>
<tr>
<td>Surplus</td>
<td>7,208,335</td>
</tr>
<tr>
<td>Accumulated Other Comprehensive Income</td>
<td>200,000</td>
</tr>
<tr>
<td>Retained Earnings</td>
<td>3,896,312</td>
</tr>
<tr>
<td><strong>TOTAL CAPITAL</strong></td>
<td><strong>11,504,647</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>TOTAL LIABILITIES AND CAPITAL</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td><strong>$108,291,121</strong></td>
</tr>
</tbody>
</table>
TITAN Bank

Mineral Wells Branch
1701 E. Hubbard Street
Mineral Wells, TX 76067
(940)325-9821 I Fax (940)325-3871

Graford Branch
200 Main Street
Graford, TX 76449
(940)664-2255 I Fax (940)664-5241

OFFICERS:

Jonathan Morris, President & CEO
Bill Woodard, EVP/Chief Credit Officer
Tara Campbell, EVP/Loan Operations Head
Linda Russell, EVP/Controller
David Hernandez, SVP/BSA and AML Department Head
Max Balsley, VP/Loan Underwriting
Jena Choi, VP/Loan Underwriting
Sarah Baker, VP/Commercial Banking
Austin Miller, VP/Information Technology
Chares Milas, AVP/Accounting
Carol Diaz, AVP/Retail Banking

DIRECTORS:

Carl Esrey, Chairman
Jonathan Morris
Tommy Michaels
Don Crawford
John Bristol