

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

N/A

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

Reporter's Name, Street, and Mailing Address

I, Jonathan Morris

Name of the Holding Company Director and Official

Director and President

Title of the Holding Company Director and Official

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

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.

Physical Location (if different from mailing address)

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.

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

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 _____
 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),

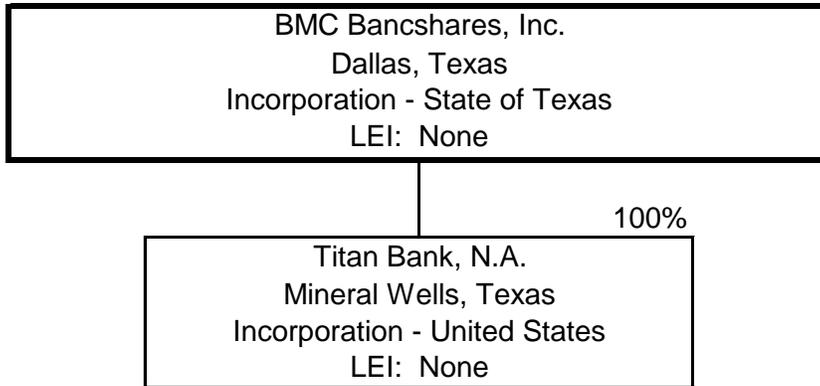
- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

BMC Bancshares, Inc.
Dallas, Texas
Fiscal Year Ending December 31, 2017

Report Item

1. The bank holding company prepared an annual report for it's securities holders.
A copy is enclosed.
2. Organizational Chart



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 financier

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>.

* 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)	328357	TITAN BANK, N.A.	1701 EAST HUBBARD AVENUE	MINERAL WELLS	TX	76067	PALO PINTO	UNITED STATES	Not Required	Not Required	TITAN BANK, N.A.	328357	
OK		Full Service	3636482	GRAFORD BRANCH	200 NORTH MAIN STREET	GRAFORD	TX	76449	PALO PINTO	UNITED STATES	Not Required	Not Required	TITAN BANK, N.A.	328357	

Form FR Y-6

BMC BANCSHARES, INC.

Fiscal Year Ending December 31, 2017

Report Item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2017			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2017		
(1)(a)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name, City, State, Country	Country of Citizenship of Incorporation	Number and Percentage of Each Class of Voting Securities	Name, City, State, Country	Country of Citizenship of Incorporation	Number and Percentage of Each Class of Voting Securities
Jonathan Morris Dallas, Texas, USA	USA	2355 or 25.80% Common Stock	None	None	None
Carl Esrey Dallas, Texas, USA	USA	4666 or 51.12% Common Stock			
Stewart McCray Dallas, Texas, USA	USA	477 or 5.23% Common Stock			

BMC BANCSHARES, INC.
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

Name City, State Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (includes partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Carl Esrey Dallas, Texas USA	N/A	Director/ Chairman	None	Chairman - BMC Bancshares	51.12%	N/A	Bonilla Esrey Investments (50%) Spear Capital (50%) BMC Capital, LP (100%) Paramount wholesale lending (100%) CEE Investments, LLC (100%) Astoria Park Manager (37%) BF Tyres (50%) Take 5 Management LLC 100% Bonilla Esrey LLC (50%) EW Horsham LLC (57%) Blue Jacket Mgr 50% Blue Jacket LP 87.5% Monticello Seeder LLC 33% CEAI Boston Store Mgr. 37% CEAI Old Orchard Mgr 37% CEAI Sycamore Mgr LLC 37.5% CEAI Rolling Meadows Mgr 37.5% CEAI Richmond Commons 37.5% BMC Advisory Services, LLC 100% Pints Quarts 30%
Jonathan Morris Dallas, Texas USA	N/A	Director & President	None	Limited Partner - Oak Country Estates	25.80%	N/A	Oak Country Estates VIII Investors (25%) Paramount Wholesale Lending LLC (25%) Extolsis LLC 100%

TITAN Bank

Annual Report
December 31, 2017

ASSETS		
	Cash and Due From Banks	\$21,258,207.19
	Securities	20,413,568
	Certificates of Deposit	4,485,000
	Loans, Including Overdrafts	55,160,606
	Fixed Assets	1,483,860
	Other Assets	5,489,881
	TOTAL ASSETS	\$108,291,121
LIABILITIES		
	Total Deposits	\$95,967,708.46
	Other Liabilities	818,766
	TOTAL LIABILITIES	96,786,474.38
CAPITAL		
	Common Stock	\$200,000
	Surplus	7,208,335
	Accumulated Other Comprehensive Income	200,000
	Retained Earnings	3,896,312
	TOTAL CAPITAL	11,504,647
TOTAL LIABILITIES AND CAPITAL		\$108,291,121

TITAN Bank

Mineral Wells Branch

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

Graford Branch

200 Main Street
Graford, TX 76449
(940)664-2255 | 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