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.

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 officer of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior officer 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.

I, Dan Odom
Name of the Holding Company Director and Official

Secretary and Director
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

C.I.

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):

December 31, 2017
Month / Day / Year

N/A
Reporters Legal Entity Identifier (LEI) (20 Character LEI Code)

Reporters Name, Street, and Mailing Address

Circle I Bank Group, Inc
Legal Title of Holding Company

P.O. Box 140
(Mailing Address of the Holding Company) Street / P.O. Box

Coahoma TX 79511
City State Zip Code

500 West Broadway, Coahoma, Texas, 79511
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Brodie Wash EVP, CFO
Name Title

432-394-4256
Area Code / Phone Number / Extension

432-394-4061
Area Code / FAX Number

bwash@westernbank.com
E-mail Address

www.westernbank.com
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.

12/2016
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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<tbody>
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12/2012
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<tr>
<th>Report Item Number</th>
<th>Description</th>
<th>Status</th>
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</thead>
<tbody>
<tr>
<td>1.</td>
<td>Annual Report to Shareholders</td>
<td>Included</td>
</tr>
<tr>
<td>2.A.</td>
<td>Organization Chart</td>
<td>Included</td>
</tr>
<tr>
<td>2.B.</td>
<td>Domestic Branch Listing</td>
<td>Included</td>
</tr>
<tr>
<td>3.</td>
<td>Securities Holders</td>
<td>Included</td>
</tr>
<tr>
<td>4.</td>
<td>Insiders</td>
<td>Included</td>
</tr>
</tbody>
</table>
CIRCLE I BANK GROUP, INC.
COAHOMA, TX

ORGANIZATION CHART

December 31, 2017

CIRCLE I BANK GROUP, INC
COAHOMA, TX, USA
Incorporated - Texas, USA

WESTERN BANK
Lubbock, TX, USA
Bank subsidiary
100%
Incorporated - Texas, USA

WESTERN BANCSHARES Capital Trust,
Wilmington, DE, USA
A non-bank subsidiary
100%
Incorporated - Delaware, USA

WEST TEXAS BANK BLDG
Coahoma, TX, USA
A non-bank subsidiary (inactive)
100%
Incorporated - Texas, USA

Western Bank LEI # 5493000EAQ6YVQD0ZB49
**Results:** A list of branches for your depository institution: WESTERN BANK (ID: R55 199463).

This depository institution is held by CIRCLE 1 BANK GROUP, INC. [444253] of COAHOMA, TX.

The data is as of 12/31/2017. Data reflects information that was received and processed through 01/10/2018.

### 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
- **Del:** If the branch information is correct, enter 'Del' in the Data Action column.
- **Chg:** If the branch information is incorrect or incomplete, review the data, enter 'Chg' in the Data Action column and the date when this information first became valid in the Effective Date column.
- **Clos:** If a branch list was sold or closed, enter 'Clos' in the Data Action column and the sale or closure date in the Effective Date column.
- **Del:** If a branch list was never owned by this depository institution, enter 'Del' in the Data Action 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 Schedule 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 UNNUM. Office Number, and ID: R55 1ID are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Branch Service Type</th>
<th>Branch ID: R55</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 UNNUM*</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID: R55</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>IA Full Service</td>
<td>199463</td>
<td>WESTERN BANK</td>
<td>9701 BEND STREET</td>
<td>LUBBOCK</td>
<td>TX</td>
<td>79412</td>
<td>LUBBOCK</td>
<td>UNITED STATES</td>
<td>11933</td>
<td>9</td>
<td>WESTERN BANK</td>
<td>199463</td>
<td></td>
</tr>
<tr>
<td>IA Full Service</td>
<td>2105772</td>
<td>ABINGDON BRANCH</td>
<td>2550 BATTLE GATE ROAD</td>
<td>WOODBINE</td>
<td>TX</td>
<td>794164-5154</td>
<td>LUBBOCK</td>
<td>UNITED STATES</td>
<td>220306</td>
<td>7</td>
<td>WESTERN BANK</td>
<td>199463</td>
<td></td>
</tr>
<tr>
<td>IA Full Service</td>
<td>3451032</td>
<td>DOWNTOWN SPRING BRANCH</td>
<td>250 SOUTH SOUTH</td>
<td>SPRING</td>
<td>TX</td>
<td>7941720</td>
<td>HODGKINS</td>
<td>UNITED STATES</td>
<td>1207973</td>
<td>9</td>
<td>WESTERN BANK</td>
<td>199463</td>
<td></td>
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<tr>
<td>IA Full Service</td>
<td>3606048</td>
<td>BROWNSWOOD BRANCH</td>
<td>3100 CLEMENTS STREET</td>
<td>BROWNSWOOD</td>
<td>TX</td>
<td>79401</td>
<td>BROWNSWOOD</td>
<td>UNITED STATES</td>
<td>4787896</td>
<td>2</td>
<td>WESTERN BANK</td>
<td>199463</td>
<td></td>
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<tr>
<td>IA Full Service</td>
<td>8669708</td>
<td>COAHOMA BRANCH</td>
<td>300 2560 BROADWAY STREET</td>
<td>COAHOMA</td>
<td>TX</td>
<td>79411</td>
<td>HODGKINS</td>
<td>UNITED STATES</td>
<td>6390301</td>
<td>9</td>
<td>WESTERN BANK</td>
<td>199463</td>
<td></td>
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<tr>
<td>IA Full Service</td>
<td>8200577</td>
<td>LOMAINE OFFICE</td>
<td>MAIN ST AND PACIFIC STREET</td>
<td>LOMAINE</td>
<td>TX</td>
<td>79632</td>
<td>MITCHELL</td>
<td>UNITED STATES</td>
<td>6022</td>
<td>2</td>
<td>WESTERN BANK</td>
<td>199463</td>
<td></td>
</tr>
</tbody>
</table>
## SECURITIES HOLDERS

December 31, 2017

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2017

<table>
<thead>
<tr>
<th>Name of Shareholders</th>
<th>Country of Citizenship or Incorporation</th>
<th>City</th>
<th>State</th>
<th>Number Of Shares</th>
<th>Percentage Of Shares Owned</th>
</tr>
</thead>
<tbody>
<tr>
<td>John S. and Marijane M. Irwin</td>
<td>USA</td>
<td>Amarillo</td>
<td>Texas</td>
<td>282,748</td>
<td>19.53%</td>
</tr>
<tr>
<td>Clinton J. and Jody Irwin</td>
<td>USA</td>
<td>Gruver</td>
<td>Texas</td>
<td>282,748</td>
<td>19.53%</td>
</tr>
<tr>
<td>Deborah L. Odom</td>
<td>USA</td>
<td>Gruver</td>
<td>Texas</td>
<td>257,748</td>
<td>17.81%</td>
</tr>
<tr>
<td>Mark K. and Pat C. Irwin</td>
<td>USA</td>
<td>Gruver</td>
<td>Texas</td>
<td>257,748</td>
<td>17.81%</td>
</tr>
<tr>
<td>Monty and Sunday James</td>
<td>USA</td>
<td>Booker</td>
<td>Texas</td>
<td>100,000</td>
<td>6.91%</td>
</tr>
</tbody>
</table>

Shareholders not listed above that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2017

All listed above.
<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Holding Company Shares</th>
<th>Percentage of Voting Shares in Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names and percentages of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dan Odom Lubbock, TX USA</td>
<td>Banker</td>
<td>Secretary / Director</td>
<td>President, CLO (Western Bank)</td>
<td>N/A</td>
<td>10,117</td>
<td>0.70%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Jim Richmond Abilene, TX USA</td>
<td>Banker</td>
<td>President / Director</td>
<td>Vice-Chairman, CEO (Western Bank)</td>
<td>N/A</td>
<td>40,000</td>
<td>2.76%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Brodie Wash Big Spring, TX USA</td>
<td>Banker</td>
<td>Director</td>
<td>EVP, CFO (Western Bank)</td>
<td>N/A</td>
<td>30,000</td>
<td>2.07%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Josh and Monica Mckeeever Lubbock, TX USA</td>
<td>Banker</td>
<td>Director</td>
<td>EVP (Western Bank)</td>
<td>N/A</td>
<td>15,000</td>
<td>1.04%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>John S. and Marijane M. Irwin Amarillo, TX USA</td>
<td>Attorney</td>
<td>Chairman</td>
<td>Chairman (Western Bank)</td>
<td>Chairman (Grover State Bank)</td>
<td>282,748</td>
<td>19.53%*</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Clinton J. and Jody Irwin Grover, TX USA</td>
<td>Veterinarian</td>
<td>Principal Shareholder</td>
<td>N/A</td>
<td>282,748</td>
<td>19.53%*</td>
<td>None</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Deborah L Odom Grover, TX USA</td>
<td>Retired Educator</td>
<td>Principal Shareholder</td>
<td>N/A</td>
<td>257,748</td>
<td>17.81%</td>
<td>None</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Mark K. and Pat C. Irwin Grover, TX USA</td>
<td>Ford Dealer</td>
<td>Principal Shareholder</td>
<td>N/A</td>
<td>257,748</td>
<td>17.81%*</td>
<td>None</td>
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* Joint Ownership
2017 ANNUAL REPORT
CIRCLE I BANK GROUP, INC.
CIRCLE I BANK GROUP, INC.
FINANCIALS AS OF DECEMBER 31, 2017

**ASSETS**
- Cash .......................................................... $163,300
- Other Investments ................................. $2,258,673
- Investments in Subsidiary Bank .......... $18,844,077
- TOTAL ASSETS ............................................. $21,266,050

**LIABILITIES AND STOCKHOLDERS' EQUITY**

**LIABILITIES**
- Accrued Interest Payable .................. $37,572
- Borrowed Funds ............................... $3,609,000
- TOTAL LIABILITIES ................................. $3,646,572

**STOCKHOLDERS' EQUITY**
- Common Stock .................................. $1,447,562
- Paid in Surplus .............................. $13,142,651
- Retained Earnings ......................... $3,917,933
- Unrealized Gains (losses) .............. $(888,668)
- TOTAL STOCKHOLDERS' EQUITY ............ $17,619,478

**INCOME**
- Dividends From Subsidiary Bank ......... $2,587,375
- Dividends From Investments ............ $42,267
- Other Income ................................. $4,576
- TOTAL INCOME ................................. $2,634,218

**EXPENSE**
- Interest Expense ........................... $155,613
- Meeting ........................................... $1,881
- Miscellaneous .............................. $1,250
- Professional Fees ......................... $1,311
- TOTAL EXPENSES .............................. $160,055
- Equity in Earnings of Subsidiary ...... $(428,307)

**NET INCOME** ............................................. $2,045,856