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 an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Bruce R. Bailey
Name of the Holding Company Director and Official
President

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
03/29/2018

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? ☐ No [ ] Yes
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.”

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

M/A

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

Reporter’s Name, Street, and Mailing Address

Newcastle Bancshares, Inc.
Legal Title of Holding Company

P.O. Box 10
(Mailing Address of the Holding Company) Street / P.O. Box

Newcastle
TX
76372
City
State
Zip Code

722 Broadway, Newcastle, TX
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Bruce Bailey
President

Name
Title
940-846-3550
Area Code / Phone Number / Extension
940-846-3245
Area Code / FAX Number
bruceb@wf.net
E-mail Address

N/A
Address (URL) for the Holding Company’s web page

03/2018
Report Item 2.a.: Organization Chart

Newcastle Bancshares, Inc.
Newcastle, TX
Incorporated in Texas

100%

Farmers State Bank of Newcastle
Newcastle, TX
Incorporated in Texas

NOTE: No entity has an LEI Number

Report Item 2.b.: Branch Verification Report

Submitted via e-mail on 3/28/18
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 an e-mail 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 UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.
Form FR Y-6
Newcastle Bancshares, Inc.
Newcastle, TX
Fiscal Year Ending December 31, 2017

Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2017</th>
<th>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</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>Shirley Morgan, Bedford, TX</td>
<td>USA</td>
</tr>
<tr>
<td>Doug Quinn (husband), Newcastle, TX</td>
<td>USA</td>
</tr>
<tr>
<td>Ruby Quinn (wife), Newcastle, TX</td>
<td>USA</td>
</tr>
<tr>
<td>Bruce Bailey (son), Newcastle, TX</td>
<td>USA</td>
</tr>
<tr>
<td>John Taack (husband), Olney, TX</td>
<td>USA</td>
</tr>
<tr>
<td>Carla Taack (wife), Olney, TX</td>
<td>USA</td>
</tr>
<tr>
<td>Wilson Taack, Jr. (husband), Olney, TX</td>
<td>USA</td>
</tr>
<tr>
<td>LaFonda Taack (wife), Olney, TX</td>
<td>USA</td>
</tr>
<tr>
<td>Wilson Taack III (son), Olney, TX</td>
<td>USA</td>
</tr>
<tr>
<td>Nita Wells, Newcastle, TX</td>
<td>USA</td>
</tr>
<tr>
<td>Jerry Whiteley (husband), Newcastle, TX</td>
<td>USA</td>
</tr>
<tr>
<td>Deborah Whiteley (wife), Newcastle, TX</td>
<td>USA</td>
</tr>
</tbody>
</table>

** Family units are grouped together.
Form FR Y-6
Newcastle Bancshares, Inc.
Newcastle, TX
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Names &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with holding company</th>
<th>Title &amp; Position with 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>Percentage of Voting Securities in holding company</th>
<th>Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)</th>
<th>(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shirley Morgan</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>11%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Bedford, TX, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Doug Quinn</td>
<td>Accountant</td>
<td>Director</td>
<td>Director (Farmers State Bank)</td>
<td>President (Birdwell, Quinn &amp; Co., P.C.) Partner (Montgomery, Birdwell &amp; Co.)</td>
<td>5%</td>
<td>N/A</td>
<td>Birdwell, Quinn &amp; Co., P.C. (45%) Montgomery, Birdwell &amp; Co. (33%)</td>
</tr>
<tr>
<td>Newcastle, TX, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ruby Quinn</td>
<td>N/A</td>
<td>Principal Securities Holder</td>
<td>N/A</td>
<td>N/A</td>
<td>5%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Newcastle, TX, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bruce Bailey</td>
<td>N/A</td>
<td>Director &amp; President</td>
<td>Director &amp; President (Farmers State Bank)</td>
<td>N/A</td>
<td>4%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Newcastle, TX, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John Taack</td>
<td>N/A</td>
<td>Director</td>
<td>Director (Farmers State Bank)</td>
<td>N/A</td>
<td>5%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Olney, TX, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Carla Taack</td>
<td>N/A</td>
<td>Principal Security Holder</td>
<td>N/A</td>
<td>N/A</td>
<td>1%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Olney, TX, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Report Item 4: Insiders  
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Names &amp; Address</th>
<th>Principal Occupation if other than with holding company</th>
<th>Title &amp; Position with 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>Percentage of Voting Securities in holding company</th>
<th>Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wilson Taack, Jr.</td>
<td>N/A</td>
<td>Director</td>
<td>Director (Farmers State Bank)</td>
<td>N/A</td>
<td>8%</td>
<td>N/A</td>
</tr>
<tr>
<td>Olney, TX, USA</td>
<td></td>
<td>Principal Securities Holder</td>
<td>N/A</td>
<td>N/A</td>
<td>4%</td>
<td>N/A</td>
</tr>
<tr>
<td>LaFonda Taack Olney, TX, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Wilson Taack III Olney, TX, USA</td>
<td></td>
<td>Principal Securities Holder</td>
<td>Asst. Cashier (Farmers State Bank)</td>
<td>N/A</td>
<td>7%</td>
<td>N/A</td>
</tr>
<tr>
<td>Nita Wells Newcastle, TX, USA</td>
<td></td>
<td>Principal Securities Holder</td>
<td>N/A</td>
<td>N/A</td>
<td>13%</td>
<td>N/A</td>
</tr>
<tr>
<td>Jerry Whiteley Newcastle, TX, USA</td>
<td></td>
<td>Director</td>
<td>Director (Farmers State Bank)</td>
<td>N/A</td>
<td>13%</td>
<td>N/A</td>
</tr>
<tr>
<td>Deborah Whiteley Newcastle, TX, USA</td>
<td></td>
<td>Principal Securities Holder</td>
<td>N/A</td>
<td>N/A</td>
<td>13%</td>
<td>N/A</td>
</tr>
</tbody>
</table>
Report Item 4: Insiders
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
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<th>Percentage of Voting Securities in holding company</th>
<th>Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sonya Maxwell, Newcastle, TX, USA</td>
<td>N/A</td>
<td>Vice President</td>
<td>Vice President (Farmers State Bank)</td>
<td>N/A</td>
<td>0%</td>
<td>N/A</td>
</tr>
</tbody>
</table>

** Family units are grouped together only if the individuals do not qualify to be listed separately.