

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

M/A

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

Reporter's Name, Street, and Mailing Address

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.

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)

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:

Bruce Bailey President

Name Title

940-846-3556

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

[Signature]

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 _____

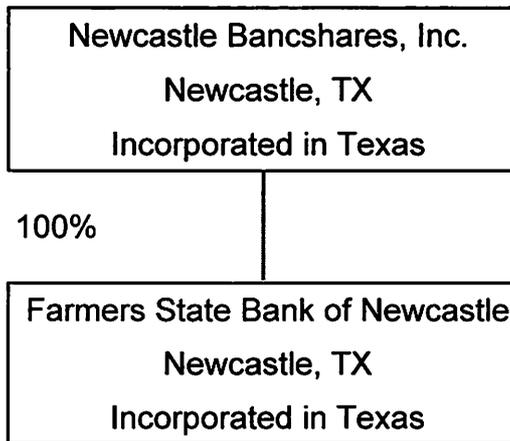
C.I. _____

Is confidential treatment requested for any portion of this report submission?	0=No 1=Yes	<input type="checkbox"/> <input checked="" type="checkbox"/>
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	<input type="checkbox"/>	
2. a letter justifying this request has been provided separately ...	<input type="checkbox"/>	
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."		

Form FR Y-6

Newcastle Bancshares, Inc.
Newcastle, Texas
Fiscal Year Ending December 31, 2017

Report Item 2.a.: Organization Chart



NOTE: No entity has an LEI Number

Report Item 2.b.: Branch Verification Report

Submitted via e-mail on 3/28/18

Results: A list of branches for your depository institution: FARMERS STATE BANK OF NEWCASTLE (ID_RSSD: 702966).
 This depository institution is held by NEWCASTLE BANCSHARES, INC. (4753528) of NEWCASTLE, 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)	702966	FARMERS STATE BANK OF NEWCASTLE	722 BROADWAY AVENUE	NEWCASTLE	TX	76372	YOUNG	UNITED STATES	Not Required	Not Required	FARMERS STATE BANK OF NEWCASTLE	702966	

Newcastle Bancshares, Inc.
Newcastle, TX
Fiscal Year Ending December 31, 2017

Report Item 3: Securities Holders

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) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Shirley Morgan Bedford, TX	USA	117 - 11% Common Stock	None		
Doug Quinn (husband) Newcastle, TX	USA	50 - 5% Common Stock			
Ruby Quinn (wife) Newcastle, TX	USA	50 - 5% Common Stock			
Bruce Bailey (son) Newcastle, TX	USA	40 - 4% Common Stock			
John Taack (husband) Olney, TX	USA	56 - 5% Common Stock			
Carla Taack (wife) Olney, TX	USA	10 - 1% Common Stock			
Wilson Taack, Jr. (husband) Olney, TX	USA	80 - 8% Common Stock			
LaFonda Taack (wife) Olney, TX	USA	40 - 4% Common Stock			
Wilson Taack III (son) Olney, TX	USA	75 - 7% Common Stock			
Nita Wells Newcastle, TX	USA	134 - 13% Common Stock			
Jerry Whiteley (husband) Newcastle, TX	USA	135 - 13% Common Stock			
Deborah Whiteley (wife) Newcastle, TX	USA	130 - 13% Common Stock			

** Family unites are grouped together.

Newcastle Bancshares, Inc.
Newcastle, TX
Fiscal Year Ending December 31, 2017

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with holding company	Title & Position with holding company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in holding company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	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)
Shirley Morgan Bedford, TX, USA	N/A	N/A	N/A	N/A	11%	N/A	N/A
Doug Quinn Newcastle, TX, USA	Accountant	Director	Director (Farmers State Bank)	President (Birdwell, Quinn & Co., P.C.) Partner (Montgomery, Birdwell & Co.)	5%	N/A	Birdwell, Quinn & Co., P.C. (45%) Montgomery, Birdwell & Co. (33%)
Ruby Quinn Newcastle, TX, USA	N/A	Principal Securities Holder	N/A	N/A	5%	N/A	N/A
Bruce Bailey Newcastle, TX, USA	N/A	Director & President	Director & President (Farmers State Bank)	N/A	4%	N/A	N/A
John Taack Olney, TX, USA	N/A	Director	Director (Farmers State Bank)	N/A	5%	N/A	N/A
Carla Taack Olney, TX, USA	N/A	Principal Security Holder	N/A	N/A	1%	N/A	N/A

Newcastle Bancshares, Inc.
Newcastle, TX
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with holding company	Title & Position with holding company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in holding company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	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)
Wilson Taack, Jr. Olney, TX, USA	N/A	Director	Director (Farmers State Bank)	N/A	8%	N/A	N/A
LaFonda Taack Olney, TX, USA	N/A	Principal Securities Holder	N/A	N/A	4%	N/A	N/A
Wilson Taack III Olney, TX, USA	N/A	Principal Securities Holder	Asst. Cashier (Farmers State Bank)	N/A	7%	N/A	N/A
Nita Wells Newcastle, TX, USA	N/A	Principal Securities Holder	N/A	N/A	13%	N/A	N/A
Jerry Whiteley Newcastle, TX, USA	N/A	Director	Director (Farmers State Bank)	N/A	13%	N/A	N/A
Deborah Whiteley Newcastle, TX, USA	N/A	Principal Securities Holder	N/A	N/A	13%	N/A	N/A

Newcastle Bancshares, Inc.
Newcastle, TX
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with holding company	Title & Position with holding company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in holding company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	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)
Sonya Maxwell Newcastle, TX, USA	N/A	Vice President	Vice President (Farmers State Bank)	N/A	0%	N/A	N/A

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