

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, **Gerald J. Ford**

Name of the Holding Company Director and Official

Trustee

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.

2011 TCRT

Legal Title of Holding Company

200 Crescent Court, Suite 1350

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

Dallas

TX

75201

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

James Dunavant

Senior Associate

Name

Title

214-871-5134

Area Code / Phone Number / Extension

214-871-5122

Area Code / FAX Number

jdunavant@fordfundlp.com

E-mail Address

www.fordfundlp.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

04/02/2018

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.

4759650

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."

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.

Ford Ultimate Management II, LLC
 Legal Title of Subsidiary Holding Company

200 Crescent Court, Suite 1350
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Dallas	TX	75201
City	State	Zip Code

Physical Location (if different from mailing address)

Ford Financial Fund II, L.P.
 Legal Title of Subsidiary Holding Company

200 Crescent Court, Suite 1350
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Dallas	TX	75201
City	State	Zip Code

Physical Location (if different from mailing address)

Ford Management II, L.P.
 Legal Title of Subsidiary Holding Company

200 Crescent Court, Suite 1350
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Dallas	TX	75201
City	State	Zip Code

Physical Location (if different from mailing address)

EB Acquisition Company LLC
 Legal Title of Subsidiary Holding Company

200 Crescent Court, Suite 1350
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Dallas	TX	75201
City	State	Zip Code

Physical Location (if different from mailing address)

Ford Family Investment, LP
 Legal Title of Subsidiary Holding Company

200 Crescent Court, Suite 1350
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Dallas	TX	75201
City	State	Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City	State	Zip Code
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Physical Location (if different from mailing address)

GJF Financial Management II, LLC
 Legal Title of Subsidiary Holding Company

200 Crescent Court, Suite 1350
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Dallas	TX	75201
City	State	Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City	State	Zip Code
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Physical Location (if different from mailing address)

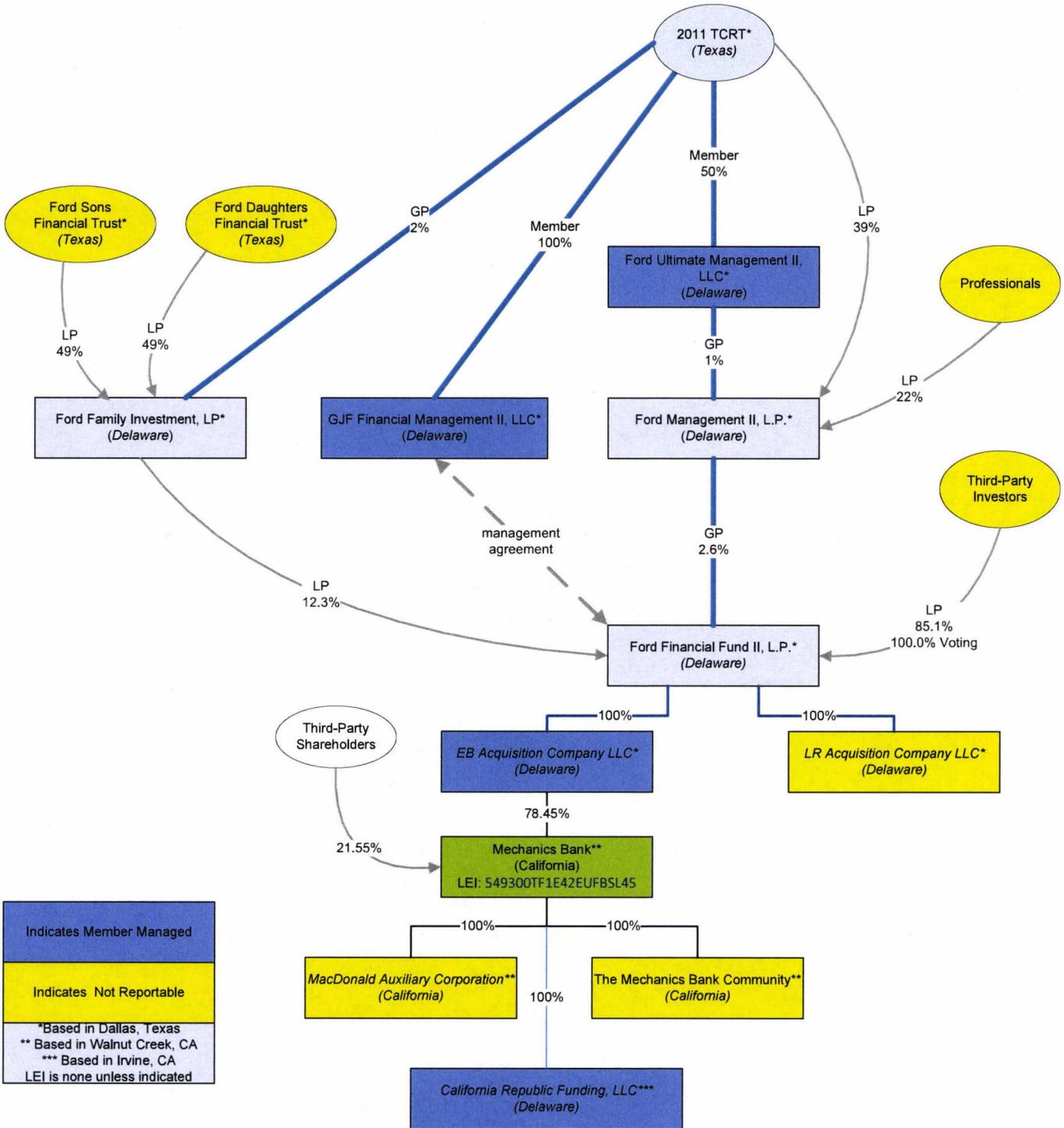
Form FR Y-6
2011 TCRT
Dallas, TX
Fiscal Year Ending December 31, 2017

Report Item

1: Annual Report

2011 TCRT and its subsidiaries do not file annual reports with the SEC.

Organizational Chart – 2017



Indicates Member Managed

Indicates Not Reportable

*Based in Dallas, Texas
 ** Based in Walnut Creek, CA
 *** Based in Irvine, CA
 LEI is none unless indicated

Form FR Y-6
2011 TCRT
Dallas, TX
Fiscal Year Ending December 31, 2017

Report Item

2(b): Branch Verification

Submitted via email on April 2, 2018.

Form FR Y-6
 2011 TCRT
 Dallas, Texas
 Fiscal Year Ending December 31, 2017

Report item 3(1): Securities Holders

2011 TCRT

(1)(a) Name & Address (City, State and Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Gerald J. Ford Dallas, Texas USA	USA	Trustee/Settlor

Report item 3(2): Securities Holders 5% or more at any time during the fiscal year not listed in 3(1)

2011 TCRT

(2)(a) Name & Address (City, State and Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
N/A	N/A	N/A

Form FR Y-6
 2011 TCRT
 Dallas, Texas
 Fiscal Year Ending December 31, 2017

Report item 3(1): Securities Holders

Ford Ultimate Management II, LLC

(1)(a) Name & Address (City, State and Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
2011 TCRT Dallas, Texas USA	USA	50% Member
Carl B. Webb Dallas, Texas USA	USA	50% Member

Report item 3(2): Securities Holders 5% or more at any time during the fiscal year not listed in 3(1)

Ford Ultimate Management II, LLC

(2)(a) Name & Address (City, State and Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
N/A	N/A	N/A

Form FR Y-6
 2011 TCRT
 Dallas, Texas
 Fiscal Year Ending December 31, 2017

Report item 3(1): Securities Holders

Ford Family Investment, LP

(1)(a) Name & Address (City, State and Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
2011 TCRT Dallas, Texas USA	USA	2% GP

Report item 3(2): Securities Holders 5% or more at any time during the fiscal year not listed in 3(1)

Ford Family Investment, LP

(2)(a) Name & Address (City, State and Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
N/A	N/A	N/A

Form FR Y-6
 2011 TCRT
 Dallas, Texas
 Fiscal Year Ending December 31, 2017

Report item 3(1): Securities Holders

Ford Management II, L.P.

(1)(a) Name & Address (City, State and Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Ford Ultimate Management II, LLC Dallas, Texas USA	USA	1% GP

Report item 3(2): Securities Holders 5% or more at any time during the fiscal year not listed in 3(1)

Ford Management II, L.P.

(2)(a) Name & Address (City, State and Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Jeremy B. Ford Dallas, Texas USA	USA	5% LP

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Dallas, Texas
Fiscal Year Ending December 31, 2017

Report item 3(1): Securities Holders

Ford Financial Fund II, L.P.

(1)(a) Name & Address (City, State and Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Ford Management II, L.P. Dallas, Texas USA	USA	2.58% GP

Report item 3(2): Securities Holders 5% or more at any time during the fiscal year not listed in 3(1)

Ford Financial Fund II, L.P.

(2)(a) Name & Address (City, State and Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
CPP Investment Board (USRE V) Inc. Toronto, ON Canada	Canada	24.9% LP
Board of Regents of The University of Texas Austin, Texas USA	USA	12.35% LP
Investure Evergreen Fund, LP Charlottesville, VA USA	USA	8.26% LP
MIT Cambridge, MA USA	USA	9.91% LP
GEF-PNOUE Charlotte, NC USA	USA	6.61% LP
Trustees of the University of Pennsylvania Philadelphia, PA USA	USA	8.26% LP

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 Dallas, Texas
 Fiscal Year Ending December 31, 2017

Report item 3(1): Securities Holders

GJF Financial Management II, LLC

(1)(a) Name & Address (City, State and Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
2011 TCRT Dallas, Texas USA	USA	100% Member

Report item 3(2): Securities Holders 5% or more at any time during the fiscal year not listed in 3(1)

GJF Financial Management II, LLC

(2)(a) Name & Address (City, State and Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
N/A	N/A	N/A

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 2011 TCRT
 Dallas, Texas
 Fiscal Year Ending December 31, 2017

Report item 3(1): Securities Holders

EB Acquisition Company LLC

(1)(a) Name & Address (City, State and Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Ford Financial Fund II, L.P. Dallas, Texas USA	USA	100% Member

Report item 3(2): Securities Holders 5% or more at any time during the fiscal year not listed in 3(1)

EB Acquisition Company LLC

(2)(a) Name & Address (City, State and Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
N/A	N/A	N/A

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2011 TCRT
Dallas, Texas
Fiscal Year Ending December 31, 2017

Report item 4: Insiders

2011 TCRT

(1)	(2)	(3)(a)	(3)(b)	3(c)	(4)(a)	(4)(b)	4(c)
Name & Address (City, State and Country)	Principal occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (including name of Subsidiaries)	Title & Position with other business (including name of business)	% of voting securities in Bank Holding Company	% of voting securities in Subs (including name of Subs)	Names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies & % of voting securities held)
Gerald J. Ford Dallas, TX, USA	Investor	Trustee/Settlor	Director of Mechanics Bank	Chairman of Hilltop Holdings Inc. Chairman of Freeport McMoran Copper and Gold, Inc. Director of Scientific Games Corporation Family Entities Attached	100.0000%	N/A	53.0% ownership interest in First Acceptance Corp (NYSE: FAC) - substantially through Hunter's Glen/Ford, Ltd., for which he is GP; Hunter's Glen/Ford, Ltd., a family limited partnership, also conducts various other business. He is the trustee of the GP of Ford Family Investment, L.P., which has a 12.3% interest in Ford Financial Fund II, L.P.; Trustee of 2009 TCRT, 2011 TCRT and Turtle Creek Revocable Trust. Family entities list on attached, Trustee of ultimate General Partner of Diamond A Financial LP, which has a 16.2% interest in Hilltop Holdings Inc.

Form FR Y-6
 2011 TCRT
 Dallas, Texas
 Fiscal Year Ending December 31, 2017

Report Item 4: Insiders

Ford Ultimate Management II, LLC

(1) Name & Address (City, State and Country)	(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (including name of Subsidiaries)	(3)(c) Title & Position with other business (including name of business)	(4)(a) % of voting securities in Bank Holding Company	(4)(b) % of voting securities in Subs (including name of Subs)	(4)(c) Names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies & % of voting securities held)
2011 TCRT Gerald J. Ford, Trustee/Settlor Dallas, TX, USA	N/A	Member	N/A	N/A	50.0000%	N/A	GJF Financial Management II, LLC - 100% Ford Family Investment, LP - 2% GP
Carl B. Webb Dallas, TX, USA	N/A	Co-Managing Member	Chairman of Mechanics Bank	Director of Hilltop Holdings Inc. Director of Prologis, Inc.	50.0000%	N/A	100% of West Creek Investments LLC. 50% of West Creek Aviation LLC and 50% of West Creek Operatino Company

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 2011 TCRT
 Dallas, Texas
 Fiscal Year Ending December 31, 2017

Report item 4: Insiders

Ford Management II, L.P.

(1) Name & Address (City, State and Country)	(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (including name of Subsidiaries)	3(c) Title & Position with other business (including name of business)	(4)(a) % of voting securities in Bank Holding Company	(4)(b) % of voting securities in Subs (including name of Subs)	4(c) Names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies & % of voting securities held)
Ford Ultimate Management II, LLC Dallas, TX, USA	N/A	General Partner	N/A	N/A	1% GP	N/A	N/A

Form FR Y-6
 2011 TCRT
 Dallas, Texas
 Fiscal Year Ending December 31, 2017

Report Item 4: Insiders

Ford Financial Fund II, L.P.

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	4(c)
Name & Address (City, State and Country)	Principal occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (including name of Subsidiaries)	Title & Position with other business (including name of business)	% of voting securities in Bank Holding Company	% of voting securities in Subs (including name of Subs)	Names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies & % of voting securities held)
Ford Management II, L.P. Dallas, TX, USA	N/A	General Partner	N/A	N/A	2.6% GP	N/A	N/A

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 2011 TCRT
 Dallas, Texas
 Fiscal Year Ending December 31, 2017

Report item 4: Insiders

EB Acquisition Company LLC

(1) Name & Address (City, State and Country)	(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (including name of Subsidiaries)	3(c) Title & Position with other business (including name of business)	(4)(a) % of voting securities in Bank Holding Company	(4)(b) % of voting securities in Subs (including name of Subs)	4(c) Names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies & % of voting securities held)
Ford Financial Fund II, L.P. Dallas, TX, USA	N/A	Sole Member	N/A	N/A	100.0000%	N/A	N/A

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 2011 TCRT
 Dallas, Texas
 Fiscal Year Ending December 31, 2017

Report Item 4: Insiders
Q.F. Financial Management II, LLC

(1) Name & Address (City, State and Country)	(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (including name of Subsidiaries)	(3)(c) Title & Position with other business (including name of business)	(4)(a) % of voting securities in Bank Holding Company	(4)(b) % of voting securities in Subs (including name of Subs)	(4)(c) Names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies & % of voting securities held)
2011 TCRT Gerald J. Ford, Trustee/Settlor Dallas, Texas USA	N/A	Sole Member	N/A	N/A	100.0000%	N/A	N/A

Form FR Y-6

2011 TCRT
Dallas, Texas

Fiscal Year Ending December 31, 2017

Report item 4: Insiders

Ford Family Investment, LP

(1) Name & Address (City, State and Country)	(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (including name of Subsidiaries)	3(c) Title & Position with other business (including name of business)	(4)(a) % of voting securities in Bank Holding Company	(4)(b) % of voting securities in Subs (including name of Subs)	4(c) Names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies & % of voting securities held)
2011 TCRT Gerald J. Ford, Trustee/Settlor Dallas, TX, USA	N/A	General Partner	N/A	N/A	2% GP	N/A	N/A

GERALD J. FORD

25% or Greater Interest in Family Entities:

The family entities that Mr. Gerald Ford has a direct 25% or greater interest are the following:

<u>Entity Name</u>	<u>Ownership</u>
Ford Diamond Corporation	100%
Rio Hondo Land & Cattle Company	100%
Diamond A Racing Corp.	64%
Diamond A - Ford Corporation	100%
Diamond A Racing GP, LLC	100%
Hunter's Glen/Ford, Ltd.	0.9360% GP
Diamond - HGFL Securities, LP	99% LP
Diamond A Financial, LP	1% GP and 1% LP
Ford Diamond II Corporation	100%
Ford Diamond III Corporation	100%
Rio Hondo land & Cattle Company GP, LLC	100%
Simpatico, LLC	100%

Officer and Director Positions in Family Entities:

He is a director (manager for LLCs) and the President of the following entities:

Circle Diamond Marine LLC
Dairt Holdings, LLC
Diamond A Administration LLC
Diamond A Exploration LLC
Diamond A Marine Corporation
Diamond A Holdings, Ltd
Diamond A Holdings I, Ltd
Diamond A Racing Corporation
Diamond A Racing GP, LLC
Diamond A Ford Corporation
Diamond A Westheimer, LLC
Ford Diamond Corporation
Ford Diamond II Corporation
Diamond IV Corporation
Ford Ultimate Management II, LLC
GJF Financial Management II, LLC
Hunter's Glen/Ford Transpiration LLC
Marine Acquisition Holdings, LLC
Maritime Yacht Services
Rio Hondo Fish & Game LLC
Rio Hondo Land & Cattle Company
Rio Hondo Land & Cattle Company GP, LLC
West Creek Operating Company LLC
The Gerald J Ford Family Foundation
Diamond HTH Stock Company GP, LLC