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(o)(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. §§ 3108(a) and 3108(a)); sections 11(c)(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 5463(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 is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, John Carona
Name of the Holding Company Director and Official
President/Chairman
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
03/27/2018

FR Y-6
OMB Number 7100-0297
Approval expires November 30, 2019
Page 1 of 2

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

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

Report’s Name, Street, and Mailing Address

FNBK Holdings, Inc.
Legal Title of Holding Company
5401 North Central Expressway, Ste 310
(Mailing Address of the Holding Company) Street / P.O. Box
Dallas
City
TX
State
75205
Zip Code
N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Dee Ann Owens
SVP/COO, FNB Kemp
Name
Title
903-498-8541 x 109
Area Code / Phone Number / Extension
903-498-5165
Area Code / Fax Number
dee.owens@fnbkemp.com
E-mail Address
www.fnbkemp.com
Address (URL) for the Holding Company’s web page

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

Public reporting burden for this Information collection is estimated to vary from 0 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.
## 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>N/A</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td></td>
<td>City State Zip Code</td>
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<td>Physical Location (if different from mailing address)</td>
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*12/2012*
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.

**Notes**

To satisfy the FR 11-10 reporting requirements, you must also submit FR 11-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.

The FR 11-10 report may be submitted in a hardcopy format or via the FR 11-10 Online application - https://fry11online.federalreserve.gov.

*FIDC UNIKNAM*, Office Number, and ID_RSSID columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Date Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSID*</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 UNIKNAM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSID*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>CT</td>
<td>606451</td>
<td>EDOCK POINTS BRANCH</td>
<td>219411</td>
<td>EDOCK POINTS BRANCH</td>
<td>210 SOUTH SEVEN POINTS DRIVE SEVEN POINTS</td>
<td>TX</td>
<td>75155</td>
<td></td>
<td>HENDERSON</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FIRST NATIONAL BANK OF KEMP, THE</td>
<td>606451</td>
<td></td>
</tr>
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<td>EDOCK POINTS BRANCH</td>
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<td>Not Required</td>
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<td>FIRST NATIONAL BANK OF KEMP, THE</td>
<td>606451</td>
<td></td>
</tr>
</tbody>
</table>
Report item

1. The bank holding company does not prepare an annual report for its securities holders and is not registered with the SEC.

2a. Organizational Chart

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FNBK Holdings, Inc.
Dallas, TX
Incorporated in Texas
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The First National Bank of Kemp
Kemp, TX
Incorporated in Texas
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Neither entity has a Legal Entity Identifier (LEI).
### 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 12-31-2015

<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address (City, State, Country)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</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 12-31-2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>John J. Carona, Sr. Dallas, TX</td>
<td>USA</td>
<td>10,000 Common Stock 100%</td>
<td>None N/A N/A</td>
</tr>
</tbody>
</table>

None

N/A

N/A
<table>
<thead>
<tr>
<th>(1)</th>
<th>(2)</th>
<th>(3)(a)</th>
<th>(3)(b)</th>
<th>(3)(c)</th>
<th>(4)(a)</th>
<th>(4)(b)</th>
<th>(4)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Names &amp; Address (City, State, Country)</td>
<td>Principal Occupation if other than with holding company</td>
<td>Title &amp; Position with Subsidiaries (Include names of subsidiaries)</td>
<td>Title &amp; Position with Other Businesses (Include names of other businesses)</td>
<td>Percentage of Voting Securities in holding company</td>
<td>Percentage of Voting Securities in Subsidiaries (Include names of subsidiaries)</td>
<td>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)</td>
<td></td>
</tr>
<tr>
<td>John J Carona, Sr</td>
<td>CEO/Community Assoc Management</td>
<td>Chairman/President</td>
<td>Board Chairman First National Bank of Kemp</td>
<td>Chairman (Associations Inc and subsidiaries)</td>
<td>100%</td>
<td>100% First National Bank of Kemp</td>
<td>Associations Inc and subsidiaries - 100%</td>
</tr>
<tr>
<td>Dallas TX USA</td>
<td></td>
<td></td>
<td></td>
<td>President (JJC Holdings LLC and subsidiaries)</td>
<td></td>
<td></td>
<td>JJC Holdings LLC and subsidiaries - 100%</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>President (Carona Ranches LLC)</td>
<td></td>
<td></td>
<td>Carona Ranches LLC - 100%</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Director (Pacific Premier Bancorp)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Helen Eden Carona</td>
<td>EVP/Community Assoc Management</td>
<td>Vice President/Secretary</td>
<td>none</td>
<td>Executive Vice President (Associations, Inc.)</td>
<td>none</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>Dallas, TX USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

Form FR Y-6
FNBK Holdings, Inc.
Dallas, TX
Fiscal Year Ending December 31, 2017

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