

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

N/A

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

Reporter's Name, Street, and Mailing Address

I, **William H Schovajsa**

Fayette Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Board Chairman

P. O. Box M

Title of the Holding Company Director and Official

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

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.

La Grange

TX

78945

City

State

Zip Code

111 E. Travis

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:

Rodney Kalich

CFO Fayette Savings Bank

Name

Title

979-968-9511 ext 222

Area Code / Phone Number / Extension

979-968-9341

Area Code / FAX Number

rodney@fayettesavings.com

E-mail Address

Signature of Holding Company Director and Official

W H Schovajsa
 3-29-18

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

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	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.

Legal Title of Subsidiary Holding Company

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

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

Physical Location (if different from mailing address)

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City State Zip Code

Physical Location (if different from mailing address)

Fayette Bancshares, Inc.

FRY-6 Reporting - Item 2 a Organization Chart

Fayette Bancshares, Inc
LEI - N/A

La Grange, TX
United States
country of incorporation: United States

Fayette Savings Bank, ssb
LEI - N/A

La Grange, TX
United States
100% owned by Fayette Bancshares, Inc.
country of incorporation: United States

Results: A list of branches for your holding company: FAYETTE BANCSHARES, INC. (4993173) of LA GRANGE, 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)	675079	FAYETTE SAVINGS BANK, SSB	111 E TRAVIS	LA GRANGE	TX	78945-2614	FAYETTE	UNITED STATES	Not Required	Not Required	FAYETTE SAVINGS BANK, SSB	675079	
OK		Full Service	2735379	FLATONIA BRANCH	105 N LA GRANGE	FLATONIA	TX	78941	FAYETTE	UNITED STATES	Not Required	Not Required	FAYETTE SAVINGS BANK, SSB	675079	
OK		Full Service	2735388	SCHULENBURG BRANCH	87 NORTH KESSLER, PO BOX 12	SCHULENBURG	TX	78956	FAYETTE	UNITED STATES	Not Required	Not Required	FAYETTE SAVINGS BANK, SSB	675079	

Form FR Y-6

HC
City, State
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	Family Unit	(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
Larry J Seydler / Weimar, TX / United States	United States	19,525 - 5.6%	Brown	Thomas C Brown / Schulenburg, TX / United States	United States	12,500 - 3.6%
Cynthia A Seydler / Weimar, TX / United States	United States	2,620 - 0.8%	Brown	Nancy Ann Brown Pohl / Midland, TX / United States	United States	10,000 - 2.9%
Eugene W Seydler / Weimar, TX / United States	United States	2,554 - 0.7%	Brown	Larry Charles Brown / Schulenburg, TX / United States	United States	10,000 - 2.9%
Larry J or Cynthia A Seydler / Weimar, TX / United States	United States	575 - 0.2%	Brown	Brown Total	United States	32,500/9.4%
Seydler Total		25,274/7.3%	Maeker	Ariane Barnes Maeker / Flatonia, TX / United States	United States	12,294 - 3.6%
			Maeker	Christy Harris Maeker / Flatonia, TX / United States	United States	100 - 0.03%
			Maeker	Davis Dial Logan / , / United States	United States	100 - 0.03%
			Maeker	Jackson Davis Logan III / , / United States	United States	100 - 0.03%
			Maeker	Jane Barnes Zankas / Corpus Christi, TX / United States	United States	8,000 - 2.3%
			Maeker	Mark A Pegg / San Diego, CA / United States	United States	400 - 0.1%
			Maeker	Melissa Maeker / Lafayette, LA / United States	United States	1,600 - 0.5%
			Maeker	Richard C Bluntzer / Houston, TX / United States	United States	100 - 0.03%
			Maeker	Stephen Barnes Maeker / Flatonia, TX / United States	United States	1,600 - 0.5%
			Maeker	Stephen Barnes Maeker II / Flatonia, TX / United States	United States	200 - 0.1%
			Maeker	Sydney Anne Maeker / Flatonia, TX / United States	United States	200 - 0.1%
			Maeker Total			24,694/7.14%
			Schovajsa	Benjamin William Schovajsa POD Jennifer D Janda / La Grange, TX / United States	United States	2,681 - 0.8%
			Schovajsa	Edwin E Schovajsa / Georgetown, TX / United States	United States	550 - 0.2%
			Schovajsa	Gene W and Anna K Oeding / La Grange, TX / United States	United States	9,778 - 2.8%
			Schovajsa	Jennifer D Janda / La Grange, TX / United States	United States	1,383 - 0.4%
			Schovajsa	John D Schovajsa / Inez, TX / United States	United States	1,076 - 0.3%
			Schovajsa	William H or Deborah R Schovajsa / La Grange, TX / United States	United States	8,325 - 2.4%
			Schovajsa Total			23,793/6.88%
			Mozisek	Bernard Mozisek POD Bruce Mozisek and Brian C Mozisek / La Grange, TX / United States	United States	2,190 - 0.6%
			Mozisek	Brian C Mozisek / La Grange, TX / United States	United States	6,218 - 1.8%
			Mozisek	Bruce or Tammy Mozisek / La Grange, TX / United States	United States	10,000 - 2.9%
			Mozisek	Slade W Mozisek POD Weston and Megan K Mozisek / La Grange, TX / United States	United States	100 - 0.03%
			Mozisek	Wade M Mozisek / La Grange, TX / United States	United States	3,000 - 0.87%
			Mozisek	Weston or Megan K Mozisek POD Slade W Mozisek / La Grange, TX / United States	United States	300 - 0.1%
			Mozisek	Whitney Leer / La Grange, TX / United States	United States	500 - 0.14%
			Mozisek Total			22,308/6.45%
			Saunders	Claudean M Saunders / La Grange, TX / United States	United States	7,000 - 2.02%
			Saunders	Jessica Saunders / , / United States	United States	125 - .04%
			Saunders	John Saunders / Greeneville, TN / United States	United States	87.5 - 0.03%
			Saunders	Richard E Saunders / La Grange, TX / United States	United States	100 - 0.03%
			Saunders	Robert M Saunders / Boerne, TX / United States	United States	13,504 - 3.9%
			Saunders	Scotti Sulak Rhodes / La Grange, TX / United States	United States	87.5 - 0.03%
			Saunders Total			20,904/6.04%
			Total	of family units owning 5% or more		149,473
			Total Fayette Bancshares stock outstanding - December 31, 2017			346,427

Form FR Y-6
 HC
 City, State
 Fiscal Year Ending December 31, 2017

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with holding company	(3)(a) Title & Position with holding company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Securities in holding company	(4)(b) Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	(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)
William H Schovajsa / La Grange, TX / United States Thomas C Brown / Schulenburg, TX / United States	retired attorney business owner	Chairman Secretary	Director / Vice Chairman - Fayette Savings Bank, ssb. Director / Chairman of Board - Fayette Savings Bank, ssb.	n/a President - Chuck Brown Ford, Inc. President - Ray Elliott Ford Leasing Co.	2.4% * 0.7%	N/A N/A	Rancho Salado, Inc. - 36% owner Chuck Brown Ford, Inc - 77%; Ray Elliott Ford Leasing Co. - 100%
David J Zapalac / La Grange, TX / United States	N/A	President/CEO	CEO/Director - Fayette Savings Bank, ssb	n/a	1.45%	N/A	N/A

* stock is jointly held with Deborah R Schovajsa

(1) entities will be dissolved due to no recent activity

Fayette Bancshares, Inc.

2017 Annual Report



Banking Center Locations		
111 E. Travis St. La Grange, TX 78945 (979) 968-9511	204 N. La Grange St. Flatonia, TX 78941 (361) 865-2875	85 N Kessler Ave Schulenburg, TX 78956 (979) 743-6541

Website: www.fayettesavings.com
like us on Facebook: *Fayette Savings Bank, ssb*



March 27, 2018

Dear Stockholders:

Enclosed are the consolidated financial statements for Fayette Bancshares, Inc. for the year ending December 31, 2017.

This past year was our first complete year as a Sub S Corporation. During 2017, our assets increased 13% to \$145,356,533 while our deposits increased 10% to \$128,251,556. In addition, our first year as a Sub S Corporation saw our profits increase by 93% to \$1,734,777. In 2017, we also completed our new Flatonia Banking Center, which we opened in January of 2018. These positive trends are continuing in the first quarter of 2018 and we are excited about the future of our bank.

We are also very excited about the strong, young, local staff, especially at the senior management level of the bank. Fayette Savings Bank has positioned itself as a leader in the communities it serves by securing local people to lead us into the next generation of banking.

Less government intervention is being considered in Washington, especially for smaller community banks throughout the country. At Fayette Savings Bank we will continue to strive to be a strong community bank with sound growth and profitability while maintaining conservative management. We welcome the challenges of the future and commit to you, the shareholder, to continue to provide sound, conservative personal banking in a manner that is courteous, confidential and accurate.

We are excited about the opportunities of the future and we look forward to another great year. Thanks for your support, as a shareholder and as a customer, and know that we are working diligently to enhance your ownership position in Fayette Bancshares, Inc.

A handwritten signature in black ink, appearing to read "D Zapalac", written over a horizontal line.

David Zapalac
CEO

A handwritten signature in black ink, appearing to read "Thomas C. Brown", written over a horizontal line.

Thomas C. Brown
Chairman of the Board

204 N. La Grange, P. O. Box 216
Flatonia, TX 78941
(361) 865-2875

Banking Centers
111 East Travis Street, P. O. Box M
La Grange, Texas 78945
(979) 968-9511

87 N Kessler Ave, P.O. Box 12
Schulenburg, Texas 78956
(979) 743-6541

2017 Financial Statement Analysis

Balance Sheet

- Total assets increased by \$17 million (12%).
 - Cash and equivalents decreased 10 million.
 - Short-term Time Deposits decreased \$ 498k.
 - Tax-free municipal securities increased \$2.7 million (21%) and mortgage-back securities decreased \$ 1 million (-8%).
 - Loan volume increased \$ 25 million (22%).
 - Premises and equipment was \$ 3.2 million which is \$ 1 million higher due to construction of the new Flatonia banking center which opened in January 2018.
- Total deposits grew \$12 million (9%).
 - Time Deposits increased \$4 million (7.4%) .
 - MMDA Deposits increased \$9.4 million (15%).
 - The remaining categories decreased \$1.5 million (-11%).
- FHLB advance borrowings were \$3.9 million as of December 2017 as compared to \$ 0 in December 2016.
- Shareholders' Equity increased \$1.3 million (+10.3%).
 - The leverage capital is 8.66% as of December 2017 (9.45% in December 2016) that allows us to have more earning assets working for us. Total assets 12% increase outpaced the 10.3% increase in Shareholders' Equity.

Income Statement

- Net Income was \$1,734,777 in FY 2017 which was \$835,423 higher than FY 2016.
- Net Interest Income increased \$703,764 (16.11%). This additional yield was generated by:
 - Interest income increase of \$902,729 offset by
 - interest expense increase of \$198,965
- Total other expenses were \$60,834 lower in FY 2017. In FY 2016 we incurred one-time Sub chapter S conversion expenses.
- Income taxes for FY 2017 was \$ 0 (converted to Sub S Bank on Aug. 1, 2016) compared to \$210,528 for FY 2016 (for January – July 2016).
- The Standard Efficiency Ratio for FY 2017 was 59.35%. Management projects FY2018 ratio to be below 63% with continued normalcy of operating expenses and growth in earning assets.

Changes in Stockholders' Equity

The primary change in FY 2017 was \$1,734,777 in net income offset by \$574,925 in dividends paid to shareholders to cover the tax liability for their share of the FY 2017 net income. Also, there was an \$119,001 decrease in other comprehensive (loss) on available for sale securities.

A Copy of the Financial Statements with Report of Independent Auditors is available upon request.

FAYETTE BANCSHARES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
As of December 31, 2017 and 2016

	2017	2016
ASSETS		
Cash and amounts due from depository institutions	\$ 1,534,635	\$ 2,225,349
Interest-bearing deposits in other banks	175,466	9,584,832
Total cash and equivalents	1,710,101	11,810,181
Time deposits	498,000	996,000
Investment securities:		
Securities held-to-maturity, at amortized cost (fair value of \$12,593,727 in 2017 and \$9,909,888 in 2016)	12,827,007	10,140,758
Securities available-for-sale, at fair value (amortized cost of \$12,804,348 in 2017 and \$13,959,687 in 2016)	12,452,743	13,489,040
Total investment securities	25,279,750	23,629,798
Loans receivable, net of allowance for loan losses of \$592,453 in 2017 and \$492,457 in 2016	113,880,466	89,064,197
Accrued interest receivable	479,219	370,364
Premises and equipment	3,214,253	2,121,716
Federal Home Loan Bank stock, at cost, restricted	215,200	40,700
Other assets	79,544	100,969
Total Assets	\$ 145,356,533	\$ 128,133,925
LIABILITIES AND STOCKHOLDERS EQUITY		
Deposits:		
Non-interest-bearing	\$ 7,990,340	\$ 9,519,183
Interest-bearing		
NOW accounts and MMDA deposits	62,259,904	52,893,815
Savings deposits	5,328,536	5,219,370
Time deposits	52,672,776	48,798,994
Total deposits	128,251,556	116,431,362
Deferred federal income taxes	64,067	130,768
Advances from Federal Home Loan Bank	3,900,000	-
Other liabilities	569,148	295,646
Total liabilities	132,784,771	116,857,776
Stockholders' equity:		
Capital stock	346,427	346,000
Additional paid-in capital	4,588,492	4,572,159
Retained earnings	7,988,489	6,828,637
Accumulated other comprehensive income (loss): unrealized gain (loss) on securities available-for-sale	(351,646)	(470,647)
Total stockholders' equity	12,571,762	11,276,149
Total Liabilities and Shareholders' Equity	\$ 145,356,533	\$ 128,133,925

FAYETTE BANCSHARES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
For the Years Ended December 31, 2017 and 2016

	2017	2016
Interest income:		
Interest and fees on loans	\$ 4,655,272	\$ 3,909,775
Interest on investment securities		
Obligations of states and political subdivisions	274,389	195,390
Residential mortgage-backed securities	290,598	198,583
Other interest income	48,506	62,259
Dividends	1,525	1,554
Total interest income	5,270,290	4,367,561
Interest expense:		
Interest on deposits	867,818	696,388
Interest on advances	33,025	5,490
Total interest expense	900,843	701,878
Net interest income	4,369,447	3,665,683
Provision for loan losses	99,996	-
Net interest income after provision for loan losses	4,269,451	3,665,683
Other income:		
Service charges on deposit accounts	90,656	94,298
Gain on sale of securities	-	34,023
Other	6,684	8,726
Total other income	97,340	137,047
Other expenses:		
Salaries and employee benefits	1,620,252	1,527,922
Net occupancy expense	157,683	154,616
Outside service bureau	284,829	239,028
Furniture and equipment expense	78,227	90,871
Directors fees	45,764	52,400
FDIC assessment	48,456	44,407
Other	396,803	583,604
Total other expenses	2,632,014	2,692,848
Income before income taxes	1,734,777	1,109,882
Income tax expense	-	210,528
Net Income	\$ 1,734,777	\$ 899,354

FAYETTE BANCSHARES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
For the Years Ended December 31, 2017 and 2016

	Capital Stock	Additional Paid-in- Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2015	\$ 1,173,500	\$ 1,806,694	\$ 6,168,859	\$ (50,789)
Conversion of Fayette Savings Bank stock to Fayette Bancshares stock (276,550 shares)	(829,650)	829,650	-	-
Redemption of stock (16,825 shares)	(67,300)	(560,273)	-	-
Issuance of stock (69,450 shares)	69,450	2,521,035	-	-
Stock issuance costs	-	(24,947)	-	-
Net income	-	-	899,354	-
Dividends	-	-	(239,576)	-
Other comprehensive income (loss)	-	-	-	(419,858)
Balance at December 31, 2016	346,000	4,572,159	6,828,637	(470,647)
Issuance of stock (427 shares)	427	16,333	-	-
Net income	-	-	1,734,777	-
Dividends	-	-	(574,925)	-
Other comprehensive income (loss)	-	-	-	119,001
Balance at December 31, 2017	<u>\$ 346,427</u>	<u>\$ 4,588,492</u>	<u>\$ 7,988,489</u>	<u>\$ (351,646)</u>

Directors

Thomas C. Brown, Chairman
William Schovajsa
W.D. Ankenman, Jr.
George Brandt III
Gary Helmcamp

Jerry D. Jacob
Robert M. Saunders
Sandra Teykl
David J. Zapalac

Officers

David J. Zapalac
Wade Mozisek
James Lehmann
Rodney Kalich
Darlene Brothers
Kyle Janda
Mike Olle

CEO
President
Sr. Vice President/Loan Officer
Sr. Vice President/CFO
Vice President/Savings
Vice President/Compliance
Vice President/Business Development

Staff

Cheryl Brossman
Etta M Brown
Tisha Clinkenbeard
Kim Cook
Sondra Cooper
Jessica Dennis
Dustin Drab
Denise Greive
Josie Hunger
Erin Kaufold
Adam Kristoff
Gloria Lee
Marilyn Mares
Corrie Scardino
Bryce Moerbe
Sandra Northrup
Marissa Rubio
Jyl Stavinoha
Gail Vacek
Sheila Velasquez
Shelly Zbranek

Schulenburg Teller
Flatonia Teller
IT System Administrator
Loan Dept.
La Grange Teller
Loan Dept.
Loan Dept.
Asst. V.P./Flatonia Teller
Schulenburg Teller
Flatonia Teller
Accounting
Administrative - Part time
Asst. V.P./Schulenburg Teller
Deposits/Accounting
IT
Assistant V.P. Deposits / Loans
La Grange Teller
Asst. V.P./Flatonia Teller
Bookkeeping
La Grange Teller
Receptionist