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, 1850c(a)(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, Roy J. Sailey
Name of the Holding Company Director and Official
Director, Chairman, President/CEO
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
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.

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.

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

Oakwood Bancshares, Inc.
Legal Title of Holding Company
8411 Preston Road Suite 600, LB 35
(Mailing Address of the Holding Company) Street / P.O. Box
Dallas TX 75225
City State Zip Code

8411 Preston Rd. Suite 600 Dallas, TX 75225
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Suzanne C. Salls EVP, Chief Financial Officer
Name Title
469-687-2230
Area Code / Phone Number / Extension
469-687-2298
Area Code / FAX Number
ssalls@oakwoodbank.com
E-mail Address

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

Is confidential treatment requested for any portion of this report submission? 0
☐ Yes

☐ No

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."

Public reporting burden for this information collection is estimated to vary from 1.3 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 (7100-0207), Washington, DC 20550.

03/2018
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.

N/A

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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(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)
Oakwood Bancshares, Inc.
Dallas, Texas
Fiscal Year Ending December 31, 2017

Report Item 1: Annual Report to Shareholders. N/A

Report Item 2a: Organization Chart

<table>
<thead>
<tr>
<th>Oakwood Bancshares, Inc.</th>
</tr>
</thead>
<tbody>
<tr>
<td>LEI: None</td>
</tr>
<tr>
<td>Dallas, Texas</td>
</tr>
<tr>
<td>Incorporated in Texas</td>
</tr>
<tr>
<td>100%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Oakwood Bank</th>
</tr>
</thead>
<tbody>
<tr>
<td>LEI: None</td>
</tr>
<tr>
<td>17808 Dallas Parkway</td>
</tr>
<tr>
<td>Dallas, Texas 75287</td>
</tr>
<tr>
<td>Incorporated in Texas</td>
</tr>
<tr>
<td>Headquarters</td>
</tr>
</tbody>
</table>

Report Item 2b. Domestic Branch Listing provided to the Federal Reserve Bank.
Results: A list of branches for your depository institution: OAKWOOD BANK (ID_RSID: 960560).
This depository institution is held by OAKWOOD BANCSHARES, INC. (5008971) of OAKWOOD, 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 data 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 Procedures:
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-10D 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_RSID columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSID</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 UNNUM*</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSID</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service (Head Office)</td>
<td>960560 OAKWOOD BANK 17800 DALLAS PARKWAY</td>
<td>DALLAS TX</td>
<td>75237</td>
<td>COLLIN</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>OAKWOOD BANK</td>
<td>960560</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Add</td>
<td>10/16/2013</td>
<td>Full Service Branch</td>
<td>960560 OAKWOOD BANK 500 MAIN STREET</td>
<td>OAKWOOD TX</td>
<td>75035</td>
<td>LEON</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>OAKWOOD BANK</td>
<td>960560</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
## 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

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
<td>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>Walker Royall Dallas, Texas USA</td>
<td>USA</td>
<td>300,000 - 6.42% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

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 (but not at fiscal year-end)
<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Principal Occupation, if other than with holding company</th>
<th>Title/Position with Subsidiaries (including subsidiary name)</th>
<th>Title/Position with Other Businesses (including business name)</th>
<th>Percentage of Voting Securities in holding company</th>
<th>Percentage of Voting Securities in Subsidiaries (Including subsidiary name)</th>
<th>Percentage of Voting Securities in any other co. (including co. name) if ≥ 25%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Roy J. Sailey</td>
<td>Banker</td>
<td>Director, Chairman, CEO, President</td>
<td>(Oakwood Bank)</td>
<td>1.72%</td>
<td>None</td>
<td>Landmar Resources, Inc. (67%)</td>
</tr>
<tr>
<td>Dallas, TX USA</td>
<td></td>
<td>Director, EVP, Chief Credit Officer</td>
<td>(Oakwood Bank)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Rhett D. Bentley</td>
<td>Banker</td>
<td>Director, EVP</td>
<td>(Oakwood Bank)</td>
<td>0.77%</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Dallas, TX USA</td>
<td></td>
<td>Director, EVP, Chief Lending Officer</td>
<td>(Oakwood Bank)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>J. Bart Bearden</td>
<td>Banker</td>
<td>Director, EVP</td>
<td>(Oakwood Bank)</td>
<td>1.41%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Dallas, TX USA</td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Scott Norman</td>
<td>Attorney</td>
<td>Director</td>
<td>Associate General Counsel (Hillwood Development Company)</td>
<td>1.28%</td>
<td>None</td>
<td>SNFT 1. LLC (100%)</td>
</tr>
<tr>
<td>Dallas, TX USA</td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td>SNFT 2. LLC (100%)</td>
</tr>
<tr>
<td></td>
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<td></td>
<td></td>
<td></td>
<td>SNFT 3, LLC (100%)</td>
</tr>
<tr>
<td>Aaron Sherman</td>
<td>Real estate &amp; investment activities</td>
<td>Director</td>
<td>(Oakwood Bank)</td>
<td>1.20%</td>
<td>None</td>
<td>Robert Elliot Customer Homes, LLC (33%)</td>
</tr>
<tr>
<td>Dallas, TX USA</td>
<td></td>
<td></td>
<td>Partner (Stillwater Capital Investments, LLC)</td>
<td></td>
<td></td>
<td>Elliott Richard Homes, LLC (33%)</td>
</tr>
<tr>
<td>Tom Montgomery</td>
<td>Accounting and consulting services</td>
<td>Director</td>
<td>(Oakwood Bank)</td>
<td>2.48%</td>
<td>None</td>
<td>Stillwater Capital Investments, LLC (33%)</td>
</tr>
<tr>
<td>Dallas, TX USA</td>
<td></td>
<td></td>
<td>Partner (Montgomery, Coscia, Greilich LLP)</td>
<td></td>
<td></td>
<td>Stillwater Lakefront, LLC (33%)</td>
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<td></td>
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<td></td>
<td>CERS Investments, LLC (25%)</td>
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<td></td>
<td>RE Lake Homes, LLC (33%)</td>
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<td></td>
<td>BTI, LLC (54.9%)</td>
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<td></td>
<td>Ferris Construction, LLC (99%)</td>
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<td></td>
<td>Noble Construction, LLC (100%)</td>
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<td></td>
<td>Casa Neva, LLC (25%)</td>
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<td></td>
<td>Casa En Cabo (33.33%)</td>
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<td></td>
<td>MCG Financial Management, LLC (100%)</td>
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<td></td>
<td>MCG Venture Management Partners, LLC Class A MCA (51%)</td>
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<td>MNP I, LLC (50%)</td>
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<td></td>
<td></td>
<td>Montgomery Capital Advisers, LLC (99.9%)</td>
</tr>
<tr>
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<td>Montgomery Capital Partners, LLC (39.54%)</td>
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<td></td>
<td>Montgomery Consulting, LLC (50%)</td>
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<td></td>
<td></td>
<td>Montgomery Financial Capital Corporation (100%)</td>
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<td></td>
<td>TAM RE Holdings, LLC (99.9%)</td>
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<td></td>
<td>BEM Capital Partners, LP (33.33%)</td>
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<td></td>
<td></td>
<td>Montgomery Capital Partners 1, LP Class B (50%)</td>
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<td></td>
<td></td>
<td>MCG Venture Management Partners, LLC Class B MCA (72.8%)</td>
</tr>
</tbody>
</table>