

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

I, George Lea

Name of the Holding Company Director and Official

Chairman and CEO

Title of the Holding Company Director and Official

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

Reporter's Name, Street, and Mailing Address

Captex Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 4

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

Trenton	TX	75490
City	State	Zip Code

106 Hamilton Street

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Angela Sadler SVP/CFO

Name Title

903-989-2235

Area Code / Phone Number / Extension

903-989-2797

Area Code / FAX Number

asadler@fnbtrenton.com

E-mail Address

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.

Angela Sadler, CEO

Signature of Holding Company Director and Official

03/29/2018

Date of Signature

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

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."

Captex Bancshares, Inc.

FR Y6 12-31-17

Report Item 1: Annual Report to the Shareholders

An annual report has not been prepared for the shareholders of Captex Bancshares, Inc.

The annual meeting of the shareholders will not be until October 2018.

Report Item 2a: Organization Chart

Captex Bancshares, Inc. has two subsidiaries. The First National Bank of Trenton is the only bank subsidiary. It is a national bank association formed in Texas under the national banking laws.

Trenton Statutory Trust I is a Delaware statutory trust set up to issue trust preferred stock.

Captex Bancshares, Inc, The First National Bank of Trenton, and Trenton Statutory Trust I are all located in Trenton, Texas, USA. Captex Bancshares, Inc. directly controls 100% of The First National Bank of Trenton and Trenton Statutory Trust I. Captex Bancshares, Inc. was incorporated in Texas.

Captex Bancshares, Inc. does not have a legal entity identifier (LEI). First National Bank of Trenton registered for an LEI due to HMDA requirements on November 9, 2017. The bank's LEI is 549300TOX22KEAVGGB27.

Report Item 2b: Domestic Branch Listing

Included with this report. There have been no branch closures, openings, or changes.

Report Item 3: Securities Holders (owns 5% or more of any class of voting securities)

<u>NAME & ADDRESS</u>	<u>COUNTRY</u>	<u># SHARES</u>	<u>% OWNERSHIP</u>
CLOVER PARNTERS SSI FUND LP DALLAS, TEXAS	USA	622,500	24.650537%
BAYBOSTON CAPITAL LP NEWTON CENTRE, MASSACHUSETTS	USA	372,500	14.750723%
HOUSTON SPECIALTY INSURANCE CO HOUSTON, TEXAS	USA	147,000	5.821091%

NOTE: THERE WERE NOT ANY SHAREHOLDERS NOT INCLUDED IN ITEM 3(1) WHO OWNED 5% OR MORE EQUITY DURING THE FISCAL YEAR.

Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF TRENTON, THE (ID_RSSD: 419460).
 This depository institution is held by CAPTEX BANCSHARES, INC. (5085972) of TRENTON, 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)	419460	FIRST NATIONAL BANK OF TRENTON, THE	106 HAMILTON STREET	TRENTON	TX	75490	FANNIN	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF TRENTON, THE	419460	
OK		Full Service	1956980	BONHAM BRANCH	2109 NORTH CENTER STREET	BONHAM	TX	75418	FANNIN	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF TRENTON, THE	419460	
OK		Full Service	3505757	FARMERSVILLE BRANCH	201 STATE HIGHWAY 78 S	FARMERSVILLE	TX	75442	COLLIN	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF TRENTON, THE	419460	
OK		Full Service	3511897	LEONARD BRANCH	HIGHWAY 69 AND PALMINO DRIVE	LEONARD	TX	75452	FANNIN	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF TRENTON, THE	419460	
OK		Full Service	3511909	MELISSA BRANCH	1218 SAM RAYBURN HIGHWAY	MELISSA	TX	75454	COLLIN	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF TRENTON, THE	419460	

Report Item 4: Insiders

<u>NAME/ADDRESS</u>	<u>TITLE</u>	<u>OWNERSHIP</u>	<u>OCCUPATION</u>
GEORGE LEA BRYAN, TEXAS, USA	CHAIRMAN/CEO CHAIRMAN/CEO	0.197996% CAPTEX BANCSHARES, INC FIRST NATIONAL BANK OF TRENTON	BANK CHAIRMAN/CEO
MIKE THOMAS FORT WORTH, TEXAS, USA	PRESIDENT DIRECTOR DIRECTOR	CAPTEX BANCSHARES, INC. CAPTEX BANCSHARES, INC. FIRST NATIONAL BANK OF TRENTON	BANK PRESIDENT/CLO
RICHARD BARAJAS FORT WORTH, TEXAS, USA	VICE PRESIDENT EVP	0.989981% CAPTEX BANCSHARES, INC. FIRST NATIONAL BANK OF TRENTON	BANK CHIEF CREDIT OFFICER
ANGELA SADLER LEONARD, TEXAS, USA	SECRETARY SVP/CFO	CAPTEX BANCSHARES, INC. FIRST NATIONAL BANK OF TRENTON	CERTIFIED PUBLIC ACCOUNTANT
RICHARD TOOMEY MATTAPOISETT, MA, USA	DIRECTOR DIRECTOR SECRETARY	0.003960% CAPTEX BANCSHARES, INC. FIRST NATIONAL BANK OF TRENTON 33.333000% NEAL-TOOMEY CORPORATION	PRINCIPAL WITH BAYBOSTON CAPITAL LP, A PRIVATE EQUITY FIRM
MARK WELSH, IV SOUTHLAKE, TEXAS, USA	DIRECTOR DIRECTOR CO-TRUSTEE	0.791985% CAPTEX BANCSHARES, INC. FIRST NATIONAL BANK OF TRENTON 50% WELSH MANAGEMENT TRUST	MANAGING DIRECTOR WITH ENCAP INVESTMENTS LP
TONY SCHELL AUSTIN, TEXAS, USA	DIRECTOR DIRECTOR	0.395993% CAPTEX BANCSHARES, INC. FIRST NATIONAL BANK OF TRENTON	MANAGING DIRECTOR AT ESCALATE CAPITAL
JAMES CONE LUBBOCK, TEXAS, USA	DIRECTOR DIRECTOR MANAGER	0.791985% CAPTEX BANCSHARES, INC. FIRST NATIONAL BANK OF TRENTON 100% CONE MINERALS, LLC	MANAGER OF CONE ELEVATORS
JOHN GUERRY DALLAS, TEXAS, USA	DIRECTOR DIRECTOR	0.003960% CAPTEX BANCSHARES, INC. FIRST NATIONAL BANK OF TRENTON	MANAGING PARTNER AND PORTFOLIO MANAGER OF CLOVER PARTNERS, LP
CLOVER PARTNERS SSI FUND LP	PRINCIPAL	24.650537% CAPTEX BANCSHARES, INC.	EMPLOYEE OWNED

DALLAS, TEXAS, USA

SHAREHOLDER

INVESTMENT MANAGER

BAYBOSTON CAPITAL LP
NEWTON CENTRE, MA, USA

PRINCIPAL
SHAREHOLDER

14.750723% CAPTEX BANCSHARES, INC.

A PRIVATE EQUITY FIRM

HOUSTON SPECIALTY INSURANCE CO
HOUSTON, TEXAS, USA

PRINCIPAL
SHAREHOLDER

5.821091% CAPTEX BANCSHARES, INC.
100% INTERNATIONAL INDEMNITY INS CO
100% OKLAHOMA SPECIALTY INS CO
100% GREAT MIDWEST INS CO

INSURANCE COMPANY