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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 502, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners’ Loan Act. 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.

I, Robert Upchurch
Name of the Holding Company Director and Official
President
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.

Robert Upchurch
Signature of Holding Company Director and Official
2-19-2016

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
Month / Day / Year
N/A
Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter’s Name, Street, and Mailing Address
Bedias Financial Corp.

Legal Title of Holding Company
P.O. Box 99

Mailing Address of the Holding Company Street / P.O. Box
Bedias TX 77831

City State Zip Code

22201 Highway 90 North

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Steve Wharram CPA

Name Title

817-641-2274
Area Code / Phone Number / Extension

817-641-2474
Area Code / FAX Number

steve@gwcpccom
E-mail Address

http://bediabank.com
Address (URL) for the Holding Company’s web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:
☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☐ No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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 (7100-0397), Washington, DC 20503.
FEDERAL RESERVE BANK OF DALLAS
ANNUAL REPORT OF BANK HOLDING COMPANIES FR Y-6
BEDIAS FINANCIAL CORP.
Fiscal Year Ending December 31, 2015

Report Item 1: Annual reports to shareholders

None

Report Item 2(a): Organization Chart

Bedias Financial Corp.
Bedias, Texas 77831
Texas Corporation

100% Ownership

First State Bank of Bedias
Bedias, Texas 77831
Texas Corporation

100% Ownership

Bedias Mineral Interests, Inc.
Bedias, Texas 77831
Texas Corporation

No entity has a LEI number.

Report Item 2(b): Domestic Branch Listing

Sent to Federal Reserve Bank 02/18/2016
**Results:** A list of branches for your depository institution: FIRST STATE BANK OF BEDAS (ID_RSSD: 88352).

This depository institution is held by BEDAS FINANCIAL CORPORATION (3069482) of BEDAS, TX.

The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

**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](https://y10online.federalreserve.gov).

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<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</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_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>88352</td>
<td>FIRST STATE BANK OF BEDAS</td>
<td>22201 HIGHWAY 90 NORTH</td>
<td>BEDAS</td>
<td>TX</td>
<td>77831</td>
<td>GRIMES</td>
<td>UNITED STATES</td>
<td>10982</td>
<td>0 FIRST STATE BANK OF BEDAS</td>
<td>88352</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3670271</td>
<td>KURKEN BRANCH</td>
<td>12500 E HIGHWAY 21</td>
<td>KURKEN</td>
<td>TX</td>
<td>77862</td>
<td>BRAZOS</td>
<td>UNITED STATES</td>
<td>469634</td>
<td>1 FIRST STATE BANK OF BEDAS</td>
<td>88352</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 3(1): Securities holders

<table>
<thead>
<tr>
<th>(I)(a) Name and Address</th>
<th>(I)(b) Country</th>
<th>(I)(c) Number of Common Shares and Percentage Ownership of Bedias Financial Corp.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert Upchurch, III Bedias, Texas</td>
<td>USA</td>
<td>460 17.5%</td>
</tr>
<tr>
<td>Robert E. L. Upchurch Family Trust</td>
<td>USA</td>
<td>1368 51.9%</td>
</tr>
<tr>
<td>Trustees: Robert Upchurch, III Kathryn D. Upchurch Bedias, Texas</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mary Candice Barousse Montgomery, Texas</td>
<td>USA</td>
<td>468 17.8%</td>
</tr>
<tr>
<td>Kathryn D. Upchurch Bedias, Texas</td>
<td>USA</td>
<td>255 9.7%</td>
</tr>
</tbody>
</table>

### Report Item 3(2): Securities holders of 5% or more not listed in Report Item 3(1)

None
## Report Item 4: Insiders

<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Principal Occupation</th>
<th>(3a) Title/Position with Bedias Financial Corp.</th>
<th>(3b) Title/Position w/Subsidiaries (Sub Name)</th>
<th>(3c) Title/Position w/Other Businesses</th>
<th>(4a) Number of Common Shares and Percentage Ownership of Bedias Financial Corp.</th>
<th>(4b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4c) Names of other Companies w/25% or more Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert Upchurch Bedias, TX USA</td>
<td>Banking</td>
<td>Pres/Sec/CEO/COB</td>
<td>Pres/CEO/COB (First State Bank) Pres/Sec/CEO/COB (Bedias Mineral)</td>
<td>N/A</td>
<td>460</td>
<td>17.5%</td>
<td>None</td>
</tr>
<tr>
<td>Mary C. Barousse Montgomery, TX USA</td>
<td>Teaching</td>
<td>Director</td>
<td>Sec/Director (First State Bank)</td>
<td>N/A</td>
<td>468</td>
<td>17.8%</td>
<td>None</td>
</tr>
<tr>
<td>Kathryn D. Upchurch Bedias, TX USA</td>
<td>N/A</td>
<td>Director</td>
<td>Director (First State Bank)</td>
<td>N/A</td>
<td>255</td>
<td>9.7%</td>
<td>None</td>
</tr>
<tr>
<td>Kathryn L. Upchurch Richardson, TX USA</td>
<td>Sales</td>
<td>Director</td>
<td>Director (First State Bank) (Bedias Mineral)</td>
<td>N/A</td>
<td>-0-</td>
<td>0.0%</td>
<td>None</td>
</tr>
<tr>
<td>John Barousse Montgomery, TX USA</td>
<td>N/A</td>
<td>Director</td>
<td>Director (First State Bank) (Bedias Mineral)</td>
<td>N/A</td>
<td>-0-</td>
<td>0.0%</td>
<td>None</td>
</tr>
<tr>
<td>Robert E. L. Upchurch Family Trust Trustees: Robert Upchurch Kathryn D. Upchurch Bedias, TX USA</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>1368</td>
<td>51.9%</td>
<td>None</td>
</tr>
<tr>
<td>Jason Gooch Bedias, TX USA</td>
<td>Banking</td>
<td>N/A</td>
<td>Vice President (First State Bank) Director (Bedias Mineral)</td>
<td>N/A</td>
<td>-0-</td>
<td>0.0%</td>
<td>None</td>
</tr>
</tbody>
</table>