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 6(a) of the International Banking Act (12 U.S.C. § 3105(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, 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.

1. Jonathan Morris
   Name of the Holding Company Director and Official

   Director & 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.

   Signature of Holding Company Director and Official

   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 3831625
   C.I.

   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
   BMC Bancshares, Inc.
   3100 Monticello Avenue, Suite 400
   (Mailing Address of the Holding Company) Street / P.O. Box
   Dallas TX 75205
   City State Zip Code

   Physical Location (if different from mailing address)

   Person to whom questions about this report should be directed:
   Jonathan Morris Director & President
   Name Title
   214-526-7178
   Area Code / Phone Number / Extension

   Area Code / FAX Number
   jmorris@titanbank.com
   E-mail Address

   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 (7100-0297), Washington, DC 20503.
Report Item
1. The bank holding company prepared an annual report for its securities holders. A copy is enclosed.

2. Organizational Chart

```
BMC Bancshares, Inc.*
Dallas, Texas
Incorporation - State of Texas

100%

Titan Bank, N.A.*
Mineral Wells, Texas
Incorporation - State of Texas
```

*LEI Number -- No entities listed above have a LEI number on record.
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 UNNUM, Office Number, and ID_RSSD 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_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>328357</td>
<td>TITAN BANK, N.A.</td>
<td>1701 EAST HUBBARD AVENUE</td>
<td>MINERAL WELLS</td>
<td>TX</td>
<td>76067</td>
<td>PALO PINTO</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TITAN BANK, N.A.</td>
<td>328357</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3636482</td>
<td>GRAFORD BRANCH</td>
<td>200 NORTH MAIN STREET</td>
<td>GRAFORD</td>
<td>TX</td>
<td>76449</td>
<td>PALO PINTO</td>
<td>UNITED STATES</td>
<td>360183</td>
<td>2</td>
<td>TITAN BANK, N.A.</td>
<td>328357</td>
<td></td>
</tr>
</tbody>
</table>
Form FR Y-6
BMC BANCSHARES, INC.
Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015</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>(1)(a)</td>
<td>(2)(a)</td>
</tr>
<tr>
<td>(1)(b)</td>
<td>(2)(b)</td>
</tr>
<tr>
<td>(1)(c)</td>
<td>(2)(c)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Country of Citizenship of Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
<th>Name, City, State, Country</th>
<th>Country of Citizenship of Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jonathan Morris, Dallas, Texas, USA</td>
<td>USA</td>
<td>2341 or 25.65% Common Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Carl Esrey, Dallas, Texas, USA</td>
<td>USA</td>
<td>4653 or 50.98% Common Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Stewart McCray, Dallas, Texas, USA</td>
<td>USA</td>
<td>477 or 5.23% Common Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Name</td>
<td>City, State Country</td>
<td>Principal Occupation if other than with Bank Holding Company</td>
<td>Title &amp; Position with Bank 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>
</tr>
<tr>
<td>---------------</td>
<td>---------------------</td>
<td>-------------------------------------------------------------</td>
<td>--------------------------------------------</td>
<td>-------------------------------------------------------------------</td>
<td>--------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Carl Esrey</td>
<td>Dallas, Texas USA</td>
<td>N/A</td>
<td>Director/Chairman</td>
<td>Titan Bank - None</td>
<td>Chairman - BMC Capital, LP</td>
</tr>
<tr>
<td>Jonathan Morris</td>
<td>Dallas, Texas USA</td>
<td>N/A</td>
<td>Director &amp; President</td>
<td>Titan Bank - None</td>
<td>Limited Partner - Oak Country Estates</td>
</tr>
<tr>
<td>Michael Hogan</td>
<td>Chesterfield, Missouri USA</td>
<td>Banker</td>
<td>Director</td>
<td>Titan Bank - President &amp; CEO</td>
<td>N/A</td>
</tr>
</tbody>
</table>
Related companies of BMC Bancshares, Inc.

BMC Bancshares, Inc.
Dallas, TX 75205
Incorporated - State of Texas
Business activity: Holding company of Titan Bank

Titan Bank, N.A.
Mineral Wells, TX 76067
Business activity: Commercial Bank

BMC Capital, LP
Dallas, TX 75205
Incorporated - State of Texas
Business activity: Commercial real estate lender and mortgage financer

Keypoint Capital, LLC
Dallas, TX 75202
Incorporated - State of Texas
Business activity: Investment fund for publically traded REIT stock
# TITAN Bank

## Annual Report

### December 31, 2015

<table>
<thead>
<tr>
<th>ASSETS</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and Due From Banks</td>
<td>4,026,479</td>
</tr>
<tr>
<td>Securities</td>
<td>11,591,671</td>
</tr>
<tr>
<td>Certificates of Deposit</td>
<td>8,703,000</td>
</tr>
<tr>
<td>Loans, Including Overdrafts</td>
<td>47,962,536</td>
</tr>
<tr>
<td>Fixed Assets</td>
<td>1,957,832</td>
</tr>
<tr>
<td>Other Assets</td>
<td>6,180,060</td>
</tr>
</tbody>
</table>

**TOTAL ASSETS**  
**$80,421,578**

<table>
<thead>
<tr>
<th>LIABILITIES</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Deposits</td>
<td>59,507,053</td>
</tr>
<tr>
<td>Other Liabilities</td>
<td>12,105,183</td>
</tr>
</tbody>
</table>

**TOTAL LIABILITIES**  
**$71,612,236**

<table>
<thead>
<tr>
<th>CAPITAL</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Capital Stock</td>
<td>200,000</td>
</tr>
<tr>
<td>Certified Surplus</td>
<td>4,152,335</td>
</tr>
<tr>
<td>Paid in Capital</td>
<td>350,000</td>
</tr>
<tr>
<td>SBLF Equity</td>
<td>1,206,000</td>
</tr>
<tr>
<td>Unrealized Gain / Loss on Securities</td>
<td>234,180</td>
</tr>
<tr>
<td>Undivided Profits</td>
<td>1,711,921</td>
</tr>
<tr>
<td>Dividends Paid</td>
<td>-570,000</td>
</tr>
<tr>
<td>Current Earnings</td>
<td>1,524,906</td>
</tr>
</tbody>
</table>

**TOTAL CAPITAL**  
**$8,809,342**

**TOTAL LIABILITIES AND CAPITAL**  
**$80,421,578**
OFFICERS:

Michael Hogan, President & CEO
Deborah Hendrix, CFO
Dacey Malone, Executive Vice President, Cashier and Controller
Sandy McCarver, Executive Vice President of Loan Operations
Scott Rhinehart, Vice President/Credit Manager
Allen Walker, Vice President/Credit Manager
Hollye Foster, Assistant Cashier
Sarah Baker, Assistant Cashier

DIRECTORS:

Carl Esrey, Chairman
Jonathan Morris
Tommy Michaels
Don Crawford

TITAN Bank

Mineral Wells Branch
1701 E. Hubbard Street
Mineral Wells, TX 76067
(940)325-9821 | Fax (940)325-3871

Graford Branch
200 Main Street
Graford, TX 76449
(940)664-2255 | Fax (940)664-5241