Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
TEXAS BANK AND TRUST COMPANY EMPLOYEE PS PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/31/1961

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

TEXAS BANK AND TRUST COMPANY

PO BOX 2749
LONGVIEW, TX 75606

2b Employer Identification Number (EIN)
75-0962666

2c Sponsor's telephone number
903-295-4288

2d Business code (see instructions)
522110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/19/2014	LARRY B. DAY, EVP TRUST OFFICER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

TEXAS BANK AND TRUST COMPANY

PO BOX 2749
LONGVIEW, TX 75606

3b Administrator's EIN
75-0962666

3c Administrator's telephone number
903-295-4288

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	377
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	425
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	49
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	474
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	475
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	416
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	☒		**H** (Financial Information)
(2)	☐		**I** (Financial Information – Small Plan)
(3)	☐	0	**A** (Insurance Information)
(4)	☒		**C** (Service Provider Information)
(5)	☐		**D** (DFE/Participating Plan Information)
(6)	☐		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
TEXAS BANK AND TRUST COMPANY EMPLOYEE PS PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS BANK AND TRUST COMPANY

D Employer Identification Number (EIN)
75-0962666

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MARSHALL & IISLEY TRUST COMPANY N A
11270 W PARK PLACE
MILWAUKEE, WI 53224

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name: HENRY & PETERS, P.C.	**b** EIN:	75-1503978
c	Position: AUDITOR		
d	Address: 3310 SOUTH BROADWAY, SUITE 100 TYLER, TX 75701	**e** Telephone:	903-597-6311

Explanation: THE DECISION TO CHANGE AUDITORS WAS BASED ON INTERNAL BUSINESS REASONS AND CONTINUED DUE DILIGENCE.

a	Name:	**b** EIN:	
c	Position:		
d	Address:	**e** Telephone:	

Explanation:

a	Name:	**b** EIN:	
c	Position:		
d	Address:	**e** Telephone:	

Explanation:

a	Name:	**b** EIN:	
c	Position:		
d	Address:	**e** Telephone:	

Explanation:

a	Name:	**b** EIN:	
c	Position:		
d	Address:	**e** Telephone:	

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
TEXAS BANK AND TRUST COMPANY EMPLOYEE PS PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS BANK AND TRUST COMPANY

D Employer Identification Number (EIN)
75-0962666

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	129928	2235
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	119456	155129
(2) Participant contributions	1b(2)	32419	43422
(3) Other	1b(3)	11031	11489
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1922147	2536087
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	894772	1061866
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	18949825	21014230
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	661450	505800
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	22721028	25330258
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	22721028	25330258

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	654463	
(B) Participants	2a(1)(B)	1110197	
(C) Others (including rollovers)	2a(1)(C)	1185451	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2950111
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	28442	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		28442
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	2490	
(B) Common stock	2b(2)(B)	16060	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	328592	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		347142
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	420090	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		420090
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	1819970	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		1819970

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		5565755
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2935500	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2935500
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	21025	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		21025
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2956525
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2609230
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CURTIS BLAKELY & CO., P.C. **(2)** EIN: 75-1546734

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e		X	
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
TEXAS BANK AND TRUST COMPANY EMPLOYEE PS PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS BANK AND TRUST COMPANY

D Employer Identification Number (EIN)
75-0962666

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 75-6362778

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 00% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

As of December 31, 2013 and 2012
With Independent Auditor's Report

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST

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All other schedules required by Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, are omitted as they are not applicable or the required information is shown in the financial statements or notes thereto.

Curtis Blakely & Co., PC
Certified Public Accountants & Consultants

Independent Auditor's Report

To The Administrative Committee
Texas Bank & Trust Company
Employee Profit Sharing Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Texas Bank & Trust Company Employee Profit Sharing Plan and Trust (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by the Trust and Investment Division of Texas Bank & Trust, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Curtis Blakely & Co., P.C.

Longview, Texas

September 11, 2014

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31

	2013	2012
Assets:		
Cash	$ 2,235	$ 129,928
Investments, at Fair Value:		
Mutual funds	21,014,230	17,010,244
Collective investment funds	-0-	1,973,737
Money market funds	2,536,087	1,922,147
Corporate stock	505,800	661,450
Total Investments, at Fair Value	24,056,117	21,567,578
Receivables:		
Accrued dividends	11,489	11,031
Employers contribution	155,129	119,456
Participants contributions	43,422	32,419
Notes receivable from participants	1,061,866	894,772
Total Receivables	1,271,906	1,057,678
Total Assets	25,330,258	22,755,184
Adjustments from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	-0-	(34,156)
Net Assets Available for Benefits	$ 25,330,258	$ 22,721,028

See accompanying notes to financial statements.

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31

	2013	2012
Additions to Net Assets:		
Investment Income:		
Dividends and capital gain distributions received	**$ 732,183**	$ 360,020
Net realized gain on sale of investments	**35,049**	36,961
Net appreciation in fair value of investments, net of investment expense	**1,819,970**	1,465,677
Total Investment Income	**2,587,202**	1,862,658
Interest on notes receivable from participants	**28,442**	28,698
Contributions:		
Employers	**654,464**	516,859
Participants	**1,110,197**	943,334
Rollovers	**289,739**	99,304
Total Contributions	**2,054,400**	1,559,497
Total Additions	**4,670,044**	3,450,853
Deductions from Net Assets:		
Benefits paid to participants	**2,935,500**	1,300,973
Administrative expenses	**21,026**	15,620
Total Deductions	**2,956,526**	1,316,593
Increase in Net Assets	**1,713,518**	2,134,260
Net Assets Available for Benefits:		
Beginning of Year	**22,721,028**	20,586,768
Transfer of plan assets due to merger	**895,712**	-0-
End of Year	**$ 25,330,258**	$ 22,721,028

See accompanying notes to financial statements.

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

Note 1 – Description of Plan:

The following description of the Texas Bank & Trust Company (Company) Employee Profit Sharing Plan and Trust (Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a profit sharing and salary deferral 401(k) defined contribution plan whereby eligible employees of the Company are permitted to make Regular 401(k) deferrals and Roth 401(k) deferrals. The Plan covers substantially all full-time salaried employees of the Company who have completed sixty days of service and are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Participants may enter the Plan on the first day of the month following the date on which eligibility requirements are met.

Effective January 1, 2013, the Plan approved and merged First National Bank of Canton Profit Sharing Plan's assets into Texas Bank & Trust's Employee Profit Sharing Plan and Trust. Assets totaling $895,712 were transferred into the Plan due to the merger of First National Bank of Canton and Texas Bank & Trust which was finalized in late 2012.

Contributions

A participant may elect to defer a percentage of his or her pretax compensation subject to certain maximum limitations imposed by the Internal Revenue Code (IRC) ($17,500 for 2013). Employees who are eligible to make elective deferrals under the Plan and who have attained age 50 or before the close of the Plan year are eligible to make catch-up contributions in accordance with, and subject to the limitations of, Section 414(v) of the IRC. Participants may also make Roth 401(k) and eligible rollover contributions.

The Company makes safe harbor contributions equal to 100 percent of a participant's salary deferrals that do not exceed 4 percent of their eligible compensation. This safe harbor contribution is fully vested and is referred to as an enhanced matching contribution.

The Company has an option to provide a discretionary matching contribution equal to a matching percentage which the Company, from time to time, deems advisable. In applying the matching percentage, only salary deferrals up to 6 percent of a participant's compensation will be considered. There are no allocation conditions to receive the discretionary matching contribution should it be given.

In addition, the Company may make a discretionary profit sharing contribution. The amount contributed will be allocated on a pro rata share of the participant's compensation compared to the total compensation of all eligible participants. To receive the profit sharing contribution for a Plan year, the employee must have completed at least 1,000 hours of service during the Plan year and must be actively employed by the Company on the last day of the Plan year.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of the (1) Company's safe harbor match and (2) discretionary match and profit sharing contribution (if any) and (3) any plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

Note 1 – Description of Plan: (continued)

Vesting

Participants are 100 percent vested in their voluntary contributions, rollover contributions, and the safe harbor contributions plus actual earnings thereon. Vesting in the matching contributions and profit sharing contributions is based upon years of service (1,000 hours during a plan year) as follows:

Years of Service:	Vested Percentage
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 or more years	100%

Full vesting also occurs at retirement (normal retirement age is sixty-two years), disability or death.

Notes Receivable from Participants (Participant Loans)

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50 percent of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Interest rates range from 3.25 percent to 4.25 percent. Principal and interest is paid ratably through semi-monthly payroll deductions. A participant may only have two outstanding loans from the Plan at any given time.

Investment Options

Upon enrollment in the Plan, a participant may direct contributions to be invested in any funds offered by the Trust and Investment Division of Texas Bank and Trust including six group options.

Participants may change their investment options quarterly via paper document or anytime via online access.

Payments of Benefits

A participant is eligible for a lump-sum amount equal to the vested value of his or her account at termination of employment, retirement, death or disability. In-service withdrawals and hardship withdrawals are permitted by participants if they satisfy certain conditions.

Plan Termination

Although it has not expressed an interest to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants shall become 100 percent vested in their respective accounts.

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

Note 2 – Summary of Significant Accounting Policies:

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with U.S. generally accepted accounting principles.

Investment contracts held by a defined-contribution plan are required to be reported at fair value; however, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts. Contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosure. Accordingly, actual results may differ from those estimates.

Investment Valuation

Investments are included in the financial statements at market value based upon quoted market prices or estimated fair values at year end with an adjustment from fair value for fully benefit-responsive investment contracts. Changes in the carrying value of all investments are included in investment income in the accompanying financial statements. Investments in corporate stock (Longview Financial Corporation) are valued by an independent appraiser. Longview Financial Corporation is the top tier holding company for Texas Bank & Trust Company. Mutual funds are stated at fair value, based on published market quotations. Notes receivable from participants are valued at their outstanding balances, which approximate fair value.

The collective investment fund consists of the Federated Capital Preservation Fund, which primarily holds guaranteed investment contracts and synthetic guaranteed investment contracts (collectively referred to as GICs). The fair value of the GICs is determined based on the present value of the contract's expected cash flows, discounted by current market interest rates for like-duration and like-quality investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Interest on notes is recognized under the accrual method. All notes are secured by the participant's account balance. Management considers all notes to be well-collateralized and determined that no allowance was necessary to properly state the note balances at December 31, 2013 and 2012.

Administrative Expenses

Certain administrative expenses of the Plan are reimbursed by the Company; however, the Company is not obligated to do so. Any such expenses not reimbursed are paid from the Plan.

Payment of Benefits

Benefits are recorded when paid.

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

Note 3 – Fully Benefit-Responsive Investment Contracts:

As of December 31, 2012, the Plan was invested in the Federal Capital Preservation Fund, a collective trust, which primarily holds guaranteed investment contracts. However, as of December 31, 2013, the Plan is no longer invested in this fund. The key factors that influence future interest credit rates for the GICs include: the level of market interest rates; the amount and timing of participant contributions, transfers, and withdrawals in/out of the GICs; and the investment returns generated by, and the duration of, the fixed-income securities underlying the GICs. Interest credit ratings typically reset on a monthly or quarterly basis according to each GIC. While there may be slight variations from one to another, most use a formula that is based on the characteristics of the underlying portfolio of the fixed-income securities. All synthetic GICs provide for a minimum interest credit rate of zero percent, which is intended to protect the participants' principal and accrued interest.

While Plan investments are presented at fair value in the Statement of Net Assets Available-for-Benefits, any material difference between the fair value of the Plan's indirect interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the Statement of Net Assets Available-for-Benefits, because contract value is the relevant measurement attribute for that portion of the Plan's net assets available-for-benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan holds an indirect interest in such contracts through its investment in the Federated Capital Preservation Fund. The average yield of the Federated Capital Preservation Fund for the year ending December 2012 was 1.59 percent. The average yield earned by the Fund that reflects actual interest credited to participants for the year ending December 31, 2012 was 1.95 percent.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events may include, but are not limited to, the following: (1) amendments to Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options, (3) bankruptcy of the Plan sponsor or certain other Plan sponsor events, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transactions exemption under the Employee Retirement Income Security Act of 1974. The Plan administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with the participants, is probable.

The GICs limit the circumstances under which the issuer may unilaterally terminate the GIC on short notice. These circumstances may include, but are not limited to, the following: (1) the fund loses its qualified status under the IRC, or is otherwise terminated, (2) the Trustee of the Fund fails to meet its material obligation under the GICs, attempts to assign the GIC, or engages in fraud or misinterpretation that materially affects the risk profile of the GIC, or (3) if the fixed income securities underlying the synthetic GICs fail to meet certain criteria as specified in the synthetic GIC. If one of these events occurs, the issuer could terminate the synthetic GIC at the market value of the underlying fixed-income securities (or in the case of a traditional GIC, at the hypothetical market value based on a contractual formula).

Note 4 – Tax Status:

The IRS has determined and informed the Company by prototype determination letter on March 31, 2008, that the Plan was designed in accordance with IRC requirements. The Company and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax-exempt. The Plan's income tax returns for the past three years are subject to examination by tax authorities.

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

Note 5 – Investments:

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trust and Investment Division of Texas Bank & Trust, except for comparing such information provided by the trustee to information included in the Plan's financial statements and supplemental schedule. The following table presents investments that represent five percent or more of the Plan's net assets at December 31. All investments in this Plan were certified by the Trust and Investment Division of Texas Bank & Trust.

	2013		2012
Investments, at Fair Value:			
Blackrock T-Fund Instl #024	$ 2,536,087		$ 1,922,147
Federated Capital Preservation Fund	-0-		1,973,737
Federated Governmental Ultra Short Duration Is #626	995,556	**	1,547,866
Fidelity Contrafund	2,936,285		2,479,248
Mainstay Icap Select Equity Fund Cl 1	2,852,469		2,443,254
Oppenheimer Developing Markets Class Y Fund #788	734,184	**	1,149,032
Oppenheimer International Growth Class Y Fund #829	1,143,054	**	2,619,415
PIMCO Funds Short Term A	2,379,952		2,203,212
Vanguard GNMA #36	1,377,501		1,735,177
Other investments individually less than 5% of the net assets available-for-benefits	9,101,029		3,494,490
Total Investments	$ 24,056,117		$ 21,567,578

** Investments less than 5% of the Plan's net assets in the period indicated.

The Trust and Investment Division of Texas Bank & Trust also certified to the completeness and accuracy of notes receivable from participants of $1,061,866 and $894,772, net appreciation (depreciation) in fair value of investments of $1,819,970 and $1,465,677, realized gains on sales of investments of $35,049 and $36,961, and interest and dividends of $760,625 and $388,718 for the years ended December 31, 2013 and 2012, respectively.

During 2013 and 2012, the Plan's investments appreciated (depreciated) in value as follows:

	2013	2012
Mutual Funds	$ 1,855,775	$ 1,493,596
Collective Investment Funds	(34,156)	(14,408)
Corporate Stock	33,400	23,450
Total Investments	$ 1,855,019	$ 1,502,638

Note 6 – Related Party Transactions:

The Company's trust and investment division serves as trustee for the Plan. As trustee, the trust and investment division prepares statements, issues checks and files compliance reports under the supervision of the Plan Sponsor/Administrator (Texas Bank and Trust). At December 31, 2013 and 2012, the Plan's assets included 1,670 and 2,345 shares of Longview Financial Corporation common stock valued at $484,300 and $633,150, respectively, and 215 and 283 shares of Longview Financial Corporation preferred stock valued at $21,500 and $28,300, respectively. The stock value was estimated by an independent appraiser.

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

Note 7 – Risk and Uncertainties:

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available-for-benefits.

Note 8 – Fair Value Measurements:

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Corporate Stock: Fair value is determined by independent appraisals using a composite value derived from the asset, market and investment value methods of valuation. Significant unobservable inputs include a multiple of adjusted net book value (1.54), a multiple of adjusted earnings (23.93), and the net present value of future earnings (10 percent required rate of return for 10 years).

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

Note 8 – Fair Value Measurements: (continued)

Common Collective Trusts: The fair values of participation units held in common collective trusts are based on their net asset values, as reported by the managers as supported by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date. The fair values of interests in the funds are based upon the net asset values of such funds reflecting all investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported by the fund managers.

Mutual Funds and Money Markets: Valued at the net asset value (NAV) of shares held by the Plan at year end.

The preceding methods described may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013.

Description	Level 1: Quoted Prices in Active Markets for Identical Assets	Level 2: Significant Other Observable Inputs	Level 3: Significant Unobservable Inputs	Total at December 31,
Money Market Funds	$ 2,536,087	$ -0-	$ -0-	$ 2,536,087
Mutual Funds	21,014,230	-0-	-0-	21,014,230
Collective Investment Fund	-0-	-0-	-0-	-0-
Corporate Stock	-0-	-0-	505,800	505,800
Total Investments, at Fair Value	$ 23,550,317	$ -0-	$ 505,800	$ 24,056,117

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012.

Description	Level 1: Quoted Prices in Active Markets for Identical Assets	Level 2: Significant Other Observable Inputs	Level 3: Significant Unobservable Inputs	Total at December 31,
Money Market Funds	$ 1,922,147	$ -0-	$ -0-	$ 1,922,147
Mutual Funds	17,010,244	-0-	-0-	17,010,244
Collective Investment Fund	-0-	1,973,737	-0-	1,973,737
Corporate Stock	-0-	-0-	661,450	661,450
Total Investments, at Fair Value	$ 18,932,391	$ 1,973,737	$ 661,450	$ 21,567,578

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2013

Note 8 – Fair Value Measurements: (continued)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2013 and 2012:

	Corporate Stock
Balance, December 31, 2011	$ 639,600
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	23,450
Purchases, sales, issuances, and settlements (net)	(1,600)
Balance, December 31, 2012	661,450
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	33,400
Purchases, sales, issuances, and settlements (net)	(189,050)
Ending balance, December 31, 2013	$ 505,800

Note 9 – Subsequent Events:

On December 6, 2013, the Plan approved the merger of First State Bank of Overton, Inc. Profit Sharing Plan and Lindale State Bank Profit Sharing Plan assets into Texas Bank and Trust's Employee Profit Sharing Plan and Trust. On March 19, 2014, assets relating to this merger totaling $1,699,431 were transferred into the Plan.

We have evaluated subsequent events through September 11, 2014, the date which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST
Schedule 1 - Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

Plan Sponsor: Texas Bank & Trust Company
Employer Identification Number: 75-0962666
Plan Number: 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	** (d) Cost	Current (e) Value
	Money market funds:			
	Blackrock Tempfund Institutional #024	Money market fund - 2,536,087 shares		$ 2,536,087
	Mutual funds:			
	American Century Midcap Inv Shrs Fund #100	Mutual fund - 34,144 shares		537,085
	American Funds Cap World Growth & Income Cl F-1 #433	Mutual fund - 103 shares		4,670
	Columbia Acorn Intl - Z Fd #493	Mutual fund - 3,589 shares		167,531
	Fidelity Contrafund	Mutual fund - 30,542 shares		2,936,285
	Fidelity Advisor Small Cap Value Fund Cl I #1387	Mutual fund - 20,953 shares		420,098
	Oakmark Intl Emerging Value Fund #811	Mutual fund - 9,691 shares		167,467
	Janus Triton Fund CL I	Mutual fund - 16,844 shares		401,058
	Mainstay ICAP Select Equity Fd Cl I	Mutual fund - 57,801 shares		2,852,469
	Northern Trust Multi Manager Global Real Estate	Mutual fund - 56,496 shares		922,576
	Northern Trust Emerging Markets Equity	Mutual fund - 37,480 shares		713,991
	Northern Trust Multi Manager Intl Equity	Mutual fund - 103,117 shares		1,128,096
	Oppenheimer International Growth Class Y Fund #829	Mutual fund - 29,954 shares		1,143,054
	Oppenheimer Developing Markets Class Y Fund #788	Mutual fund - 19,547 shares		734,184
	Pimco Commodity Real Return Strategy	Mutual fund - 163,153 shares		895,710
	Vanguard Mid Cap Growth Inv #301	Mutual fund - 22,030 shares		544,805
	Fidelity Advisor Floating Rate Inc Cl I Fd #279	Mutual fund - 57,688 shares		574,577
	Federated Government Ultra Short Duration Is #626	Mutual fund - 100,561 shares		995,556
	Federated Total Return Bond Fund Inst Shs Fund #328	Mutual fund - 43,693 shares		475,821
	Fidelity Conservative income bond #2268	Mutual fund - 99,070 shares		994,667
	Pimco Fds Sht/Term Inst	Mutual fund - 241,619 shares		2,379,952
	Pimco High Yield Inst Bond #108	Mutual fund - 38,818 shares		373,043
	Vanguard GNMA #36	Mutual fund - 132,198 shares		1,377,501
	Vanguard Inflation Protected Sec IV #119	Mutual fund - 21,112 shares		274,034
	Common stock:			
*	Longview Financial Corporation	1,670 shares of common stock		484,300
	Preferred stock:			
*	Longview Financial Corporation	215 shares of 10% preferred stock		21,500
	Total investments:			24,056,117
	Cash			2,235
*	Participant loans	Rates ranging from 3.25% - 4.25%, maturing on various dates through August 15, 2019	$ -0-	1,061,866
			$ -0-	$ 25,120,218

* Investment considered a party-in-interest transaction.
** Cost information not required for participant-directed investments.

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ___

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
TEXAS BANK AND TRUST COMPANY EMPLOYEE PS PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/31/1961

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
TEXAS BANK AND TRUST COMPANY

PO BOX 2749

LONGVIEW TX 75606

2b Employer Identification Number (EIN)
75-0962666

2c Sponsor's telephone number
903-295-4288

2d Business code (see instructions)
522110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Larry B Day	9/17/14	LARRY B. DAY, EVP TRUST OFFICER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

TEXAS BANK AND TRUST COMPANY

PO BOX 2749

LONGVIEW TX 75606

3b Administrator's EIN: 75-0962666

3c Administrator's telephone number: 903-295-4288

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	377
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	425
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	49
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	474
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	475
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	416
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
- (2) ☐ Code section 412(e)(3) insurance contracts
- (3) ☒ Trust
- (4) ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) ☐ Insurance
- (2) ☐ Code section 412(e)(3) insurance contracts
- (3) ☒ Trust
- (4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST
Schedule 1 - Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

Plan Sponsor: Texas Bank & Trust Company
Employer Identification Number: 75-0962666
Plan Number: 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	** (d) Cost	Current (e) Value
	Money market funds:			
	Blackrock Tempfund Institutional #024	Money market fund - 2,536,087 shares		$ 2,536,087
	Mutual funds:			
	American Century Midcap Inv Shrs Fund #100	Mutual fund - 34,144 shares		537,085
	American Funds Cap World Growth & Income Cl F-1 #433	Mutual fund - 103 shares		4,670
	Columbia Acorn Intl - Z Fd #493	Mutual fund - 3,589 shares		167,531
	Fidelity Contrafund	Mutual fund - 30,542 shares		2,936,285
	Fidelity Advisor Small Cap Value Fund Cl I #1387	Mutual fund - 20,953 shares		420,098
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	Vanguard GNMA #36	Mutual fund - 132,198 shares		1,377,501
	Vanguard Inflation Protected Sec IV #119	Mutual fund - 21,112 shares		274,034
	Common stock:			
*	Longview Financial Corporation	1,670 shares of common stock		484,300
	Preferred stock:			
*	Longview Financial Corporation	215 shares of 10% preferred stock		21,500
	Total investments:			24,056,117
	Cash			2,235
*	Participant loans	Rates ranging from 3.25% - 4.25%, maturing on various dates through August 15, 2019	$ -0-	1,061,866
			$ -0-	$ 25,120,218

* Investment considered a party-in-interest transaction.
** Cost information not required for participant-directed investments.

TEXAS BANK & TRUST COMPANY
EMPLOYEE PROFIT SHARING PLAN AND TRUST
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