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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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
MOODY NATIONAL BANK 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 05/01/2003

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

P.O. BOX 1139
GALVESTON, TX 77550-1139

2b Employer Identification Number (EIN)
74-0560665

2c Plan Sponsor's telephone number
409-765-5561

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.	10/12/2015	ANTHONY DELGADO
	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 [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	124
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	230
a(2) Total number of active participants at the end of the plan year	**6a(2)**	209
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	40
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	249
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	249
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	219
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
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 2T 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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[X] Insurance	**(1)**	[X] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [ ] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
MOODY NATIONAL BANK 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MOODY NATIONAL BANK

D Employer Identification Number (EIN)
74-0560665

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

HARTFORD LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0974148	88072	GA-829526	215	01/01/2014	12/31/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
13266	1663

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

FASI OF TX INC
655 W. BROADWAY FL 11
SAN DIEGO, CA 92101

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
13266			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

LOREN D. STARK COMPANY
10750 ROCKLEY ROAD
HOUSTON, TX 77099

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	1663	AMINISTRATOR	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	458287
5	Current value of plan's interest under this contract in separate accounts at year end	5	3472665

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	335055
c	Additions: (1) Contributions deposited during the year	7c(1)	66333		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	7544		
	(4) Transferred from separate account	7c(4)	5480		
	(5) Other (specify below)	7c(5)	955517		
	▶ ACQUISITION, LOAN PYMT				
	(6) Total additions			7c(6)	1034874
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	1369929
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	14408		
	(2) Administration charge made by carrier	7e(2)	383		
	(3) Transferred to separate account	7e(3)	857794		
	(4) Other (specify below)	7e(4)	39057		
	▶ LOAN WITHDRAW				
	(5) Total deductions			7e(5)	911642
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	458287

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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.**

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
MOODY NATIONAL BANK 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MOODY NATIONAL BANK

D Employer Identification Number (EIN)
74-0560665

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 401

b Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-0974148-000	P	3472665

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

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

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
MOODY NATIONAL BANK 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MOODY NATIONAL BANK

D Employer Identification Number (EIN)
74-0560665

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	42783	227687
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	2260449	3472665
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	335055	458287
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(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	2638287	4158639
	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	2638287	4158639

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)	415998	
	(B) Participants	2a(1)(B)	435172	
	(C) Others (including rollovers)	2a(1)(C)	18000	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		869170
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	7544	
	(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)	5517	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		13061
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	193411	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		193411
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(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)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(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)		18656
(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		1094298
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	535679	
(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)		535679
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)	4564	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		4564
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		540243
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		554055
l Transfers of assets:			
(1) To this plan	2l(1)		966297
(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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: DRDA **(2)** EIN: 76-0229852

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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
MOODY NATIONAL BANK 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MOODY NATIONAL BANK

D Employer Identification Number (EIN)
74-0560665

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): 06-0974148

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: _____% 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):

DRDA
a professional limited liability company
certified public accountants and business consultants

WILLIAM C. ANSELL, CPA
ANN S. MASEL, CPA

DOUGLAS A. DICKEY, CPA
T. MARK RUSH, CPA

September 24, 2015
To the Board of Directors
Moody National Bank
Galveston, Texas

We have conducted a DOL limited-scope audit of the financial statements of Moody National Bank 401(k) Plan for the year ended December 31, 2014 and have issued our report thereon dated September 24, 2015. 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 G to those financial statements. Because of the significance of the information that we did not audit, we are unable to, and have not, expressed an opinion on those financial statements and supplemental schedules taken as a whole. We did, however, audit the form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, in accordance with auditing standards generally accepted in the United States of America and found them to be presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter dated July 13, 2015. Professional standards also require that we communicate to you the following information related to our audit:

Significant Audit Findings

Qualitative Aspects of Accounting Practices

You are responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by Moody National Bank 401(k) Plan are described in Note B to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during 2014. We noted no transactions entered into by the Plan during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected.

The financial statement disclosures are neutral, consistent, and clear.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in performing and completing our audit.

Uncorrected Misstatements

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. None of the misstatements detected as a result of audit procedures were material, either individually or in the aggregate, to the financial statements taken as a whole.

You have corrected all such misstatements.

Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Other Matters

This information is intended solely for the use of the Board of Directors and management of Moody National Bank 401(k) Plan and is not intended to be, and should not be, used by anyone other than these specified parties.

Very truly yours,

DRDA, PLLC

DRDA, PLLC
Houston, Texas

EIN 74-0560665
Plan Number 002

MOODY NATIONAL BANK
401(K) PLAN

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE

FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

EIN 74-0560665
Plan Number 002

MOODY NATIONAL BANK
401(K) PLAN

TABLE OF CONTENTS

	Page
Independent Auditor's Report	1
Financial Statements	
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5
Supplemental Schedule	
Schedule H (Form 5500), Line 4i – Schedule of Assets (Held at End of Year)	12

DRDA
a professional limited liability company
certified public accountants and business consultants

EIN 74-0560665
Plan Number 002

WILLIAM C. ANSELL, CPA
ANN S. MASEL, CPA

DOUGLAS A. DICKEY, CPA
T. MARK RUSH, CPA

INDEPENDENT AUDITOR'S REPORT

To Board of Directors
Moody National Bank 401(k) Plan
Galveston, Texas

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Moody National Bank 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then, 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 the 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 G, which was certified by Hartford Life Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 December 31, 2014 and 2013, 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 held at end of year, which is the responsibility of plan management, are 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.

DRDA, PLLC

DRDA, PLLC
Houston, Texas
September 24, 2015

Moody National Bank
401(K) Plan
Statements of Net Assets Available for Benefits
December 31,

	2014	2013
ASSETS		
Investments at Fair Value		
Mutual Funds	$ 3,930,952	$ 2,595,504
Total Investments	3,930,952	2,595,504
Receivables		
Notes Receivable From Participants	227,687	42,783
Total Receivables	227,687	42,783
Total Assets	4,158,639	2,638,287
LIABILITIES	-	-
Net Assets Available for Benefits	$ 4,158,639	$ 2,638,287

See auditor's report and notes to financial statements.

Moody National Bank
401(K) Plan
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31,

	2014	2013
Additions		
Additions to Net Assets Attributed to:		
Investment Income		
Interest - Participant Loans	$ 5,517	$ 1,596
Net Appreciation in Fair Value	219,611	282,469
Total Investment Income	225,128	284,065
Contributions		
Employees - Salary Deferrals	435,172	175,466
Employer Matching	269,708	-
Employees - Rollovers	18,000	868,340
Total Contributions	722,880	1,043,806
Asset Transfer - Other Plan	966,297	-
Total Additions	1,914,305	1,327,871
Deductions		
Deductions from Net Assets Attributed to:		
Benefits Paid to Participants	535,679	39,853
Administrative Expenses	4,564	1,702
Total Deductions	540,243	41,555
Net Increase	1,374,062	1,286,316
Net Assets Available for Benefits, Beginning of Year	2,638,287	1,351,971
Restatement of Net Assets	146,290	-
Net Assets Available for Benefits, Beginning of Year as Restated	2,784,577	1,351,971
Net Assets Available for Benefits, End of Year	$ 4,158,639	$ 2,638,287

See auditor's report and notes to financial statements.

Moody National Bank 401(k) Plan
Notes to Financial Statements
December 31, 2014 and 2013

NOTE A - DESCRIPTION OF PLAN

The following description of Moody National Bank 401(K) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

1. General. The Plan is a defined contribution plan, formed May 1, 2003, covering all full-time employees of Moody National Bank (the Bank) meeting participation requirements described below. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA) and all requirements of Section 401(a) of the Internal Revenue Code.

2. Participation. An employee must complete a minimum of one (1) year of service consisting of at least 1,000 hours worked during the Plan year, and attained the age of 19.

3. Contributions. Employees may elect to contribute up to 75% of their pre-tax compensation pursuant to their salary deferral agreements on file with the Bank's manager of payroll and benefits subject to the maximum dollar limits set by the IRS. The limit for 2014 and 2013 was $17,500 and $17,500, respectively. A participant's compensation taken into account under the plan was limited to $260,000 for 2014 and $255,000 for 2013 as required per IRC Section 404(l). Compensation includes the employees' elective contributions.

   The Bank may make matching contributions based upon employees' elective deferrals at a percentage which the Bank will determine each year.

   Additionally, the Bank, at its discretion, may elect to make annual contributions for all eligible plan participants employed on the last day of the plan year which must be designated as qualified non-elective contributions (profit sharing contributions). These contributions are allocated in the same ratio that each participant's compensation for the plan year bears to the total compensation of all participants for the plan year, subject to certain limitations required for plan qualifications under the Internal Revenue Code.

   For the plan year ended December 31, 2014, the Bank elected to make a 4% matching contributions and elected not to make any profit sharing contributions.

   For the plan year ended December 31, 2013, the Bank elected not to make any matching contributions or profit sharing contributions.

4. Participant Accounts. Accounting records for individual participants are maintained by a third-party record keeper. Each participant's account is credited with the participant's salary deferrals and rollover contributions and allocations of the Bank's contributions and plan earnings and losses. Plan earnings and losses, net of appreciation and depreciation, are allocated as of the last day of each calendar quarter in the same proportion that each participant's and former participant's non-segregated accounts bear to the total of all participant's and former participant's non-segregated accounts as of the last day of each calendar quarter. Participants self direct the allocation of contributions to investment choices offered under the Plan.

5. Administrative Expenses. Administrative expenses including trustee fees are paid directly by the Plan. Expenses incurred to audit the Plan are paid by the Bank.

6. Vesting. Participants are immediately vested in their salary deferral contributions and Safe-Harbor matching from the Bank. Participants' vesting in the Bank's discretionary/profit sharing matching contributions is based on years of continuous service. A participant is 100% vested after three years of credited service in any discretionary Profit Sharing match.

Moody National Bank 401(k) Plan
Notes to Financial Statements
December 31, 2014 and 2013

NOTE A - DESCRIPTION OF PLAN (continued)

7. Notes Receivable from Participants. Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest. A participant with an account balance of $2,000 or greater may borrow from his or her account an amount not to exceed the lesser of fifty percent (50%) of his or her account balance, or $50,000. Loan terms range from 1 to 5 years. The interest rate for all loans is equal to the prime rate (as printed in the Wall Street Journal) plus 1%. The loans are secured by the balance in the participant's account. Loan repayments are to be made ratably through payroll deductions.

8. Payment of Benefits. The Plan does not allow withdrawals of Bank contributions or earnings thereon by active employees of the Bank. On termination of service due to attaining normal retirement age, disability or death, a participant or his beneficiary may elect to receive an amount equal to the value of his or her account balance in either a single lump-sum or in the form of a joint and survivor annuity. An employee who terminates employment before reaching normal retirement age may elect to receive a distribution of his or her vested account balance net of early distribution penalties.

9. Forfeitures. Forfeited nonvested accounts are first applied to the payment of plan administration expenses. Any remaining forfeitures are used towards matching and profit sharing contributions.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting.
   The financial statements of the Plan are prepared using the accrual method of accounting.

2. Date of Management's Review.
   Subsequent events were evaluated through September 24, 2015, which is the date the financial statements were available to be issued.

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

4. Investment Valuation.
   As of December 31, 2014 and 2013, the Plan's investments were held and maintained by The Hartford Life Insurance Company, in pooled separate accounts which are regulated, supervised and subject to periodic examination by Federal agencies. Investments in pooled separate accounts are valued at the net asset value per share computed for each fund. In the computation of net asset values, securities held by the various funds are valued at prices which equal or approximate market value. Cash equivalents are stated at cost which approximates market value.

Moody National Bank 401(k) Plan
Notes to Financial Statements
December 31, 2014 and 2013

NOTE C—INVESTMENTS

Investments at fair value as determined by quoted market price representing 5% or more of the Plan's net assets include:

	December 31, 2014
JPMorgan Smartretirement 2020	$ 333,796
JPMorgan Smartretirement 2030	$ 425,035
JPMorgan Smartretirement 2040	$ 385,825
Fixed Account	$ 458,286

	December 31, 2013
Oppenheimer Global	$ 180,856
Oppenheimer Rising Dividends	$ 146,742
JPMorgan Smartretirement 2030	$ 209,416
JPMorgan Smartretirement 2040	$ 154,184
Fixed Account	$ 335,055
AF Income Fund America	$ 150,812

NOTE D - FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit.

		Fair Value Measurements Using:	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
December 31, 2014			
Mutual funds	$ 3,930,952	$ 3,930,952	$ -
Participant loans	227,687	-	227,687
Total	$ 4,158,639	$ 3,930,952	$ 227,687
December 31, 2013			
Mutual funds	$ 2,595,504	$ 2,595,504	$ -
Participant loans	42,783	-	42,783
Total	$ 2,638,287	$ 2,595,504	$ 42,783

SFAS No. 157, Fair Value Measurements, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Moody National Bank 401(k) Plan
Notes to Financial Statements
December 31, 2014 and 2013

NOTE D - FAIR VALUE MEASUREMENTS (continued)

Level 1 Fair Value Measurements
The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stock, corporate bonds, and U.S. Government securities are based on quoted market prices.

Level 3 Fair Value Measurements
Participant loans are not actively traded and significant other observable inputs are not available. Thus, the fair value of participant loans is equal to the amortized cost of the loans because the loans are secured by each respective participant's account balance. The following table provides further details of the Level 3 fair value measurements.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	Participant Loans
December 31, 2014	
Beginning balance	$ 42,783
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	-
Purchases, sales, issuances, and settlements (net)	184,904
Ending balance	$ 227,687
December 31, 2013	
Beginning balance	$ 41,218
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	-
Purchases, sales, issuances, and settlements (net)	1,565
Ending balance	$ 42,783

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2014 and 2013 are reported in net appreciation in fair value of investments.

NOTE E - PLAN REVISION, AMENDMENT AND TERMINATION

The Bank may amend the Plan as deemed necessary. Although Moody National Bank has not expressed any interest to do so, the Bank has the right to terminate the Plan at any time, subject to the provisions of ERISA.

NOTE F - TAX STATUS

The Internal Revenue Service has determined and informed the Bank by letter dated August 7, 2001, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's trustee believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Moody National Bank 401(k) Plan
Notes to Financial Statements
December 31, 2014 and 2013

NOTE G - INFORMATION CERTIFIED BY TRUSTEE

The information included in the accompanying financial statements and the following supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee, The Hartford Life Insurance Company, as of December 31, 2014 and 2013.

Investments in mutual funds at December 31, 2014 are as follows:

	Market Value
Pimco Total Return	$ 19,795
Franklin Templeton CONS	145,612
Franklin Templeton Growth	147,513
Franklin Templeton MOD	151,772
American Funds CAP	8,711
American Funds INC	179,667
American Funds AMERICAN	62,014
Ivy Science and Tech	3,996
Invesco Small Cap Equity	3,457
Oppenheimer International	18,282
Oppenheimer Real E	6,262
Blackrock Equity	85,612
Oppenheimer Gold	3,866
American Funds Washmutual	87,011
Blackrock MID CAP	159,633
Templeton Foreign	50,542
American Funds INV	8,539
Oppenheimer Global	206,112
Fidelity Adv Lev	11,108
American Funds Growth	132,653
American Funds Europac	102,824
Victory Small	15,969
Goldman Sachs	8,241
Invesco Small	62,188
Eaton Vance	78,464
Invesco MID CAP	13,757
Bny Mellon DL Small Cap	296
Nuveen MID	2,669
The Hartford MID	100,522
Alliancebernstein High	123,391
JPMorgan SR 2020	333,796
JPMorgan SR 2030	425,035
JPMorgan SR 2040	385,825
JPMorgan SR 2050	182,633
Prud Jenn Natural Resoruces	1,558
Oppenheimer Rising	130,555
Fixed Account	458,287
Himco Vit Index	12,785
Loan Fund at 4.25%	227,687
	$ 4,158,639

Moody National Bank 401(k) Plan
Notes to Financial Statements
December 31, 2014 and 2013

NOTE G - INFORMATION CERTIFIED BY TRUSTEE (continued)

Investments in mutual funds at December 31, 2013 are as follows:

	Market Value
Pimco Total Return	$ 14,627
Franklin Templeton CONS	130,695
Franklin Templeton Growth	91,433
Franklin Templeton MOD	111,040
American Funds CAP	4,887
American Funds INC	150,812
American Funds AMERICAN	32,658
Oppenheimer International	15,450
Blackrock Equity	45,990
Oppenheimer Gold	16
American Funds Washmutual	61,827
Blackrock MID CAP	129,891
Templeton Foreign	41,953
American Funds INV	5,749
Oppenheimer Global	180,856
American Funds Growth	120,643
American Funds Europac	90,305
Victory Small	11,819
Goldman Sachs	4,816
Invesco Small	60,292
Eaton Vance	70,464
Hartford Index	5,158
Invesco MID CAP	9,239
Nuveen MID	748
The Hartford MID	125,599
Alliancebernstein High	112,400
JPMorgan SR 2020	107,238
JPMorgan SR 2030	209,416
JPMorgan SR 2040	154,184
JPMorgan SR 2050	13,502
Oppenheimer Rising	146,742
Fixed Account	335,055
Loan Fund at 4.25%	42,783
	$ 2,638,287

Moody National Bank 401(k) Plan
Notes to Financial Statements
December 31, 2014 and 2013

NOTE H - RISKS AND UNCERTAINTIES

Participants self direct the allocation of contributions to investment securities offered under the Plan. 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 I – RESTATEMENT OF NET ASSETS

In January, 2014, the Plan received a profit sharing contribution transferred from another plan held by the Plan Sponsor in December 2013. A receivable for the contribution was not reported in the financial statements for the year ended December 31, 2013, resulting in an understatement of December 31, 2013 previously reported net assets of $146,290. The 2014 beginning plan net assets were restated to include the 2013 contribution of $146,290.

NOTE J - RECONCILIATION OF FORM 5500 WITH FINANCIAL STATEMENTS

	2014	2013
Net assets per Form 5500 line 1 l	$ 4,158,639	$ 2,638,287
Contributions receivable	-	146,290
Net assets available for benefits per financial statements	$ 4,158,639	$ 2,784,577

	2014	2013
Contributions per Form 5500, lines 2 a (1) (A), (B) & (C)	$ 869,170	$ 1,043,806
Beginning net asset restatement for contribution receivable at 12/31/13	(146,290)	-
Contributions per financial statements	$ 722,880	$ 1,043,806

NOTE K – PLAN TRANSFER

During 2014, the Plan received a transfer of assets of $966,297 from a 401(k) Profit Sharing Plan that was administered by the Plan Sponsor and terminated in 2013.

Moody National Bank Employee 401(k) Plan
Year Ended December 31, 2014
Schedule H (Form 5500), Line 4i - Schedule of Assets (Held at End of Year)

(a) Party at Interest	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value
	Mass Mutual	Pimco Total Return	$ 19,795
	Mass Mutual	Franklin Templeton CONS	145,612
	Mass Mutual	Franklin Templeton Growth	147,513
	Mass Mutual	Franklin Templeton MOD	151,772
	Mass Mutual	American Funds CAP	8,711
	Mass Mutual	American Funds INC	179,667
	Mass Mutual	American Funds AMERICAN	62,014
	Mass Mutual	Ivy Science and Tech	3,996
	Mass Mutual	Invesco Small Cap Equity	3,457
	Mass Mutual	Oppenheimer International	18,282
	Mass Mutual	Oppenheimer Real E	6,262
	Mass Mutual	Blackrock Equity	85,612
	Mass Mutual	Oppenheimer Gold	3,866
	Mass Mutual	American Funds Washmutual	87,011
	Mass Mutual	Blackrock MID CAP	159,633
	Mass Mutual	Templeton Foreign	50,542
	Mass Mutual	American Funds INV	8,539
	Mass Mutual	Oppenheimer Global	206,112
	Mass Mutual	Fidelity Adv Lev	11,108
	Mass Mutual	American Funds Growth	132,653
	Mass Mutual	American Funds Europac	102,824
	Mass Mutual	Victory Small	15,969
	Mass Mutual	Goldman Sachs	8,241
	Mass Mutual	Invesco Small	62,188
	Mass Mutual	Eaton Vance	78,464
	Mass Mutual	Invesco MID CAP	13,757
	Mass Mutual	Bny Mellon DL Small Cap	296
	Mass Mutual	Nuveen MID	2,669
	Mass Mutual	The Hartford MID	100,522
	Mass Mutual	Alliancebernstein High	123,391
	Mass Mutual	JPMorgan SR 2020	333,796
	Mass Mutual	JPMorgan SR 2030	425,035
	Mass Mutual	JPMorgan SR 2040	385,825
	Mass Mutual	JPMorgan SR 2050	182,633
	Mass Mutual	Prud Jenn Natural Resoruces	1,558
	Mass Mutual	Oppenheimer Rising	130,555
	Mass Mutual	Fixed Account	458,287
	Mass Mutual	Himco Vit Index	12,785
	Mass Mutual	Loan Fund at 4.25%	227,687
		Totals	$ 4,158,639

See auditor's report and notes to financial statements.

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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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
Moody National Bank 401(k) Plan

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 05/01/2003

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

P.O. Box 1139

Galveston TX 77550-1139

2b Employer Identification Number (EIN)
74-0560665

2c Plan Sponsor's telephone number
409-765-5561

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	[signature]	10-8-15	Anthony Delgado
	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 [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
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:	**4b**	EIN
a	Sponsor's name	**4c**	PN
5	Total number of participants at the beginning of the plan year	**5**	124
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	230
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	209
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	40
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	249
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	249
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	219
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
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 2T 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)		**9b** Plan benefit arrangement (check all that apply)	
(1) [X]	Insurance	**(1)** [X]	Insurance
(2) [ ]	Code section 412(e)(3) insurance contracts	**(2)** [ ]	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	**(3)** [X]	Trust
(4) [ ]	General assets of the sponsor	**(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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [ ] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

Moody Natinoal Bank
401(k) Plan
PLAN # 002 EIN# 74-0560665

Schedule H, line 4i - Schedule of Assets (Held at End of Year)
For Plan Year Ending December 31, 2014

(a) Party in Interest?	(b) Identity of issue, borrower, leaser, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
*	Mass Mutual	Pimco Total Return	Pooled Separate Accounts	$0.00	$19,795.79
*	Mass Mutual	Franklin Templeton CONS	Pooled Separate Accounts	$0.00	$145,611.97
*	Mass Mutual	Franklin Templeton Growth	Pooled Separate Accounts	$0.00	$147,512.92
*	Mass Mutual	Franklin Templeton MOD	Pooled Separate Accounts	$0.00	$151,772.03
*	Mass Mutual	American Funds CAP	Pooled Separate Accounts	$0.00	$8,710.72
*	Mass Mutual	American Funds INC	Pooled Separate Accounts	$0.00	$179,667.47
*	Mass Mutual	American Funds AMERICAN	Pooled Separate Accounts	$0.00	$62,013.94
*	Mass Mutual	Ivy Science and Tech	Pooled Separate Accounts	$0.00	$3,995.62
*	Mass Mutual	Invesco Sm Cap Equity	Pooled Separate Accounts	$0.00	$3,457.35
*	Mass Mutual	Oppenheimer International	Pooled Separate Accounts	$0.00	$18,281.98
*	Mass Mutual	Oppenheimer Real Estate	Pooled Separate Accounts	$0.00	$6,261.58
*	Mass Mutual	Blackrock Equity	Pooled Separate Accounts	$0.00	$85,611.59
*	Mass Mutual	Oppenheimer Gold	Pooled Separate Accounts	$0.00	$3,866.15
*	Mass Mutual	American Funds Washmutual	Pooled Separate Accounts	$0.00	$87,011.01
*	Mass Mutual	Blackrock MID CAP	Pooled Separate Accounts	$0.00	$159,633.41
*	Mass Mutual	Templeton Foreign	Pooled Separate Accounts	$0.00	$50,542.19
*	Mass Mutual	American Funds INV	Pooled Separate Accounts	$0.00	$8,538.52
*	Mass Mutual	Oppenheimer Global	Pooled Separate Accounts	$0.00	$206,112.39
*	Mass Mutual	Fidelity Adv Lev	Pooled Separate Accounts	$0.00	$11,108.21
*	Mass Mutual	American Funds Growth	Pooled Separate Accounts	$0.00	$132,652.98
*	Mass Mutual	American Funds Europac	Pooled Separate Accounts	$0.00	$102,825.00
*	Mass Mutual	Victory Small	Pooled Separate Accounts	$0.00	$15,968.64
*	Mass Mutual	Golman Sachs	Pooled Separate Accounts	$0.00	$8,241.39
*	Mass Mutual	Invesco Small	Pooled Separate Accounts	$0.00	$62,188.27
*	Mass Mutual	Eaton Vance	Pooled Separate Accounts	$0.00	$78,463.90
*	Mass Mutual	Invesco MID CAP	Pooled Separate Accounts	$0.00	$13,756.68
*	Mass Mutual	BNY Mellon DL Small Cap	Pooled Separate Accounts	$0.00	$295.80
*	Mass Mutual	Nuveen MID	Pooled Separate Accounts	$0.00	$2,669.05
*	Mass Mutual	The Hartford MID	Pooled Separate Accounts	$0.00	$100,521.69
*	Mass Mutual	Alliancebernstein High	Pooled Separate Accounts	$0.00	$123,391.48
*	Mass Mutual	JPMorgan SR 2020	Pooled Separate Accounts	$0.00	$333,796.15
*	Mass Mutual	JPMorgan SR 2030	Pooled Separate Accounts	$0.00	$425,034.50
*	Mass Mutual	JPMorgan SR 2040	Pooled Separate Accounts	$0.00	$385,824.86
*	Mass Mutual	JPMorgan SR 2050	Pooled Separate Accounts	$0.00	$182,632.65
*	Mass Mutual	Prud Jenn Natural Resources	Pooled Separate Accounts	$0.00	$1,558.20
*	Mass Mutual	Opprnheimer Rising	Pooled Separate Accounts	$0.00	$130,554.85
*	Mass Mutual	Fixed Account	Pooled Separate Accounts	$0.00	$458,286.99
*	Mass Mutual	Himco Vit Index	Pooled Separate Accounts	$0.00	$12,784.19
*	Mass Mutual	Loan Fund	Loan	$0.00	$227,687.35
TOTAL				**$0.00**	**$4,158,639.46**