
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K

(Mark One)

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange act of 1934

For the fiscal year ended **December 31, 2019**

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period From _____ to _____.

Commission file number: **000-55621**

TEXAS REPUBLIC CAPITAL CORPORATION

(Exact name of registrant as specified in its charter)

Texas

(State or other jurisdiction of incorporation or organization)

45-5311713

(I.R.S. Employer Identification Number)

13215 Bee Cave Parkway, Ste A120

Austin, Texas 78738

(Address of principal executive offices)

(512) 330-0099

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of Each Class

None

Securities registered pursuant to section 12(g) of the Exchange Act:

Title of Each Class

Common Stock, \$.01 Par Value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer" "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

Because of the absence of an established trading market for the common stock, the registrant is unable to calculate the aggregate market value of the voting stock held by non-affiliates as of the last business day of the registrant's most recently completed second fiscal quarter.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. Common stock \$.01 par value as of March 25, 2020: 14,764,587 shares

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement to be used in connection with its 2020 Annual Meeting of Shareholders, which is expected to be filed with the Securities and Exchange Commission within 120 days after the close of the fiscal year covered by this Form 10-K, are incorporated by reference into Part III of this report.

Texas Republic Capital Corporation

TABLE OF CONTENTS

Part I

Item 1.	Business	4
Item 2.	Properties	6
Item 3.	Legal Proceedings	6
Item 4.	Mine Safety Disclosures	6

Part II

Item 5.	Market for Registrant’s Common Equity, Related Stockholder Matters and Small Business Issuer Purchases of Equity Securities	7
Item 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	8
Item 8.	Financial Statements	13
Item 9.	Changes In and Disagreements with Accountants on Accounting and Financial Disclosure	35
Item 9A.	Controls and Procedures	35
Item 9B.	Other Information	36

Part III

Item 10.	Directors, Executive Officers and Corporate Governance	37
Item 11.	Executive Compensation	37
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	37
Item 13.	Certain Relationships and Related Transactions, and Director Independence	37
Item 14.	Principal Accounting Fees and Services	37
Item 15.	Exhibits	38

Signatures	39
----------------------------	----

Exhibit 21.1	
Exhibit 24.1	
Exhibit 31.1	
Exhibit 31.2	
Exhibit 32.1	
Exhibit 32.2	
Exhibit No. 101.INS	
Exhibit No. 101.SCH	
Exhibit No. 101.CAL	
Exhibit No. 101.DEF	
Exhibit No. 101.LAB	
Exhibit No. 101.PRE	

PART I

Item 1. Business

Business Development

Texas Republic Capital Corporation (the “Company”) is the parent holding company of Texas Republic Life Insurance Company (“TRLIC”) and Texas Republic Life Solutions, Inc. (“TRLS”). The Company was incorporated in Texas on May 15, 2012, for the primary purpose of forming and capitalizing a life insurance company subsidiary.

The Texas Department of Insurance approved TRLIC’s life insurance charter on August 1, 2016. The Company capitalized TRLIC with \$3,000,000 and owns 100% of TRLIC. TRLIC began insurance operations on April 3, 2017 and is currently selling life and annuity products in the state of Texas. During 2018 the Company made capital contributions of \$2,000,000 and \$750,000 to TRLIC. During the second quarter of 2019 the Company made an additional capital contribution to TRLIC of mortgage loans valued at \$857,133. During the third quarter of 2019 the Company made an additional capital contribution of \$1,300,000 in cash to TRLIC bringing the total capitalization of TRLIC to \$7,907,133. TRLS, an insurance agency, was incorporated February 1, 2017. The Company capitalized TRLS with \$50,000 and owns 100% of TRLS. During 2018 the Company made an additional capital contribution of \$100,000 bringing the total capitalization of TRLS to \$150,000.

Company Capitalization

From incorporation through April 2, 2017 the Company was involved in the sale of common stock to provide working capital. During this time the Company completed an organizational offering, three private placement stock offerings and an intrastate public stock offering in the state of Texas. The Company raised \$10,336,500 and incurred \$1,215,569 of offering costs through the issuance of 12,865,000 shares from the organizational offering and three private placement offerings. The intrastate public stock offering was registered to raise \$25,000,000 by offering 5,000,000 shares of its common stock and ended on April 2, 2017. This offering raised \$10,010,485 and incurred \$1,444,127 of offering costs through the sale of 2,002,097 shares of the common stock.

Financial Information about Segments

The Financial Accounting Standards Board (“FASB”) guidance requires a “management approach” in the presentation of business segments based on how management internally evaluates the operating performance of business units. The Company has evaluated our operations and has determined there is not definitive segregation between corporate and insurance operations or between life and annuity operations. Therefore, the Company reports only consolidated operations.

Life Insurance and Annuity Operations

The Company began selling its life insurance and annuity products on April 3, 2017. TRLIC is currently selling two life and three annuity products. The first life product is a modified whole life product with an annuity rider. It is a ten or twenty-year paid-up policy, based on policyholder age, with 50% of the premium deposited into the annuity in years 2-10/20. The second life product is a modified whole life product (TrueFlex) developed to be marketed through the workplace as a voluntary benefit by payroll deduction. It is a permanent life product and is portable should the employee leave the employer for any reason. The Company’s TrueFlex product was approved by the Texas Department of Insurance (“TDI”) in 2019. The annuity products are 5-year and 10-year fixed annuities. Based on the product selected there is a 5% or 10% premium bonus immediately credited to the account balance which is vested over five or ten years unless surrendered prior to the end of the vesting period.

Competition and Ratings

TRLIC operates in a mature and highly competitive industry. We compete with hundreds of life and health insurance company groups in the United States as well as other financial intermediaries such as banks and securities firms who market insurance products. Competition is intense because the life insurance industry is consolidating, with larger, more efficient and more effective organizations emerging from consolidation. Many of these companies have more substantial capital and technological resources, possess greater brand recognition, and maintain higher ratings. Competitive factors are primarily the breadth and quality of products offered, established positions in niche markets, pricing, relationships with distribution channels, commission structures, the perceived stability of the insurer, quality of underwriting and customer service, scale, and cost efficiency. Operating results of life insurers are subject to fluctuations, not only from this competitive environment, but also due to economic conditions, interest rate levels and changes and the performance of investments.

[Table of Contents](#)

In order to compete successfully, life insurers focus initiatives toward improved technology and distribution, defined end market targets, speed to the market in terms of product development, and customer relationship management as ways of gaining a competitive edge. The Company's management believes that it can be competitive in the market by servicing niche markets that are underserved by larger insurers. By developing specialized products, the Company will reach underinsured segments providing cost effective solutions for our client's needs. Additionally, the Company can react quickly to changing market conditions and to bring new products to the market to service our client's needs.

Reinsurance

TRLIC cedes reinsurance allowing management to control exposure to potential losses arising from large risks and providing additional capacity for growth and risk diversification. TRLIC reinsures all amounts of risk on any one life in excess of \$50,000 for individual life insurance to Optimum Re Insurance Company ("Optimum Re").

Governmental Regulation

TRLIC is subject to regulation and supervision by the Texas Department of Insurance ("TDI"). The insurance laws of Texas give the TDI broad regulatory authority, including powers to: (i) grant and revoke licenses to transact business; (ii) regulate and supervise trade practices and market conduct; (iii) establish guaranty associations; (iv) license agents; (v) approve policy forms; (vi) approve premium rates for some lines of business; (vii) establish reserve requirements; (viii) prescribe the form and content of required financial statements and reports; (ix) determine the reasonableness and adequacy of statutory capital and surplus and (x) regulate the type and amount of permitted investments.

TRLIC can be required, under the solvency or guaranty laws of most states in which they do business, to pay assessments (up to prescribed limits) to fund policyholder losses or liabilities of other insurance companies that become insolvent. These assessments may be deferred or foregone under most guaranty laws if they would threaten an insurer's financial strength and, in certain instances, may be offset against future premium taxes.

TRLIC dividends available for distribution are based on provisions of the Texas Insurance Code. Without prior approval from the Commissioner of Insurance of Texas dividends to shareholders are limited to the greater of (a) 10% of TRLIC's surplus as regards to policyholders as of December 31, next preceding, or (b) the net gain from operations of the insurer company for the twelve-month period ending December 31, next preceding year.

There are certain factors specific to the life insurance business which may have an adverse effect on the statutory operating results of TRLIC. One such factor is that the costs associated with issuing a new policy in force is usually greater than the first year's policy premium. Accordingly, in the early years of a new life insurance company, these initial costs and the required provisions for reserves often have an adverse effect on statutory operating results.

Employees

As of March 25, 2020, the Company has nine full-time employees and one part-time employee.

Item 2. Properties

The Company rents office space for certain administrative operations under an agreement that expires in 2022. The lease includes an option to extend or renew the lease term. The operating lease liability includes lease payments related to options to extend or renew the lease term only if the Company is reasonably certain of exercising those options. The exercise of the renewal option is at the Company's discretion; at this time there is uncertainty as to the Company exercising its renewal option so the option is not included in the determination of the present value calculation. In determining the present value of lease payments, the Company uses its incremental borrowing rate obtained from its main commercial bank.

Future payments under operating lease arrangements accounted for under ASC Topic 842 as of December 31, 2019 are as follows:

2020	91,896
2021	93,593
2022	95,006
Total operating lease payments, undiscounted	\$ 280,495
Less: interest	(32,197)
Lease liability, at present value	<u>\$ 248,298</u>

Item 3. Legal Proceedings

Various legal proceedings to which the Company or a subsidiary of the Company is party arise from time to time in the normal course of business. As of the date hereof, there are no material pending legal proceedings to which the Company or any of its subsidiaries is a party or of which any of its or its subsidiaries' assets or properties are subject.

Item 4. Mine Safety Disclosures

None

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Small Business Issuer Purchases of Equity Securities

(a) Market Information

Trading of the Company's common stock is limited, and an established public market does not exist.

(b) Holders

As of March 25, 2020, there were 1,599 shareholders of the Company's outstanding common stock.

(c) Dividends

The Company has not paid any cash dividends since inception (May 15, 2012). The Board of Directors of the Company has not adopted a dividend payment policy; however, dividends must necessarily depend upon the Company's earnings and financial condition, applicable legal restrictions from the Texas Business Organization Code and other factors relevant at the time the Board of Directors considers a dividend policy. Cash available for dividends to shareholders of the Company must initially come from income and capital gains earned on its investment portfolio and dividends paid by the Company's subsidiaries.

TRLIC dividends available for distribution are based on provisions of the Texas Insurance Code. Without prior approval from the Commissioner of Insurance of Texas dividends to shareholders are limited to the greater of (a) 10% of TRLIC's surplus as regards to policyholders as of December 31, next preceding, or (b) the net gain from operations of the insurer company for the twelve-month period ending December 31, next preceding year.

(d) Securities Authorized for Issuance Under Equity Compensation Plans

There are no equity compensation plans for employees. The Company's life subsidiary, TRLIC has an Agent Stock Incentive Plan ("ASIP"). The plan was approved in August 2018 by the Texas State Securities Board. The plan awards shares of Texas Republic Capital Corporation common stock to agents based on certain production levels achieved in sales of life and annuity products. Calculation of awards at December 31, 2019 are based on production for the period of January through December 2019. The ASIP will issue 5,060 shares awarded on 2019 production. The ASIP issued 1,490 shares in 2019 based on 2018 production. Also, in 2019 the Company issued 10,000 shares as part of an employment agreement.

(e) Performance graph not required for smaller reporting company.

(f) Related Stockholder Matters

(i) Sale of unregistered equity securities

The Company sold 4,375,000 common shares at \$.02 per share to its organizing shareholders in May of 2012 for total proceeds of \$87,500. Subsequently, the Company completed three private placement stock offerings which raised \$10,249,000 through the issuance of 8,490,000 shares from the private placement offerings in 2012 and 2013, including a private placement of 2,000,000 shares for \$5,000,000 between February and November 2013. The Company incurred \$1,215,569 in offering costs to issue these shares. These shares were sold in reliance on the exemption from the registration requirements of the Securities Act of 1933 (the "1933 Act") contained in Securities and Exchange Commission ("SEC") Regulation D, Rule 506. No underwriter was involved in connection with the issuance of our shares, and we paid no finder's fees in the private placements.

On April 2, 2014, the Company commenced an offering of 5,000,000 shares of common stock at \$5.00 per share (\$25,000,000 maximum) with a 10% over sale provision, in an intrastate public offering registered with the Texas State Securities Board. This offering was ended on April 2, 2017 and was sold only to Texas residents pursuant to an exemption from the 1933 Act contained in Section 3(a)(11) of the 1933 Act and Rule 147 promulgated by the SEC. It was sold by issuer agents registered with the Texas State Securities Board. The Company raised \$10,010,485 and incurred offering costs of \$1,444,127 from the sale of 2,002,097 shares in this offering. Proceeds have been used for working capital and the capitalization of a life insurance company and insurance agency.

(g) Purchases of Equity Securities by Issuer

Through December 31, 2018, the Company purchased 3,000 shares of the Company's common stock for \$15,000 held as treasury stock. Additionally, TRLIC has purchased 14,000 shares of TRCC common stock at a cost of \$35,000. During 2019 TRLIC purchased an additional 97,000 shares for \$83,210. The shares were purchased to compensate agents under TRLIC's Stock Incentive Plan. The Company issued 1,490 treasury shares under the incentive plan and 10,000 shares for an employment agreement in 2019. The shares are held as treasury shares in the consolidated financial statements.

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Overview

Texas Republic Capital Corporation (“we” “us”, “our”, “TRCC” or the “Company”) was incorporated in May 2012 as a financial services holding company. Between May 2012 and November 2013, we conducted an organizational offering and three private placements of our common stock. From the organizational offering and private placements, we raised \$10,336,500, incurred \$1,215,569 of offering costs and issued 12,865,000 shares of our common stock. During 2012, the funds raised, offering costs incurred and shares subscribed from the private placements were \$5,051,300, \$180,835 and 10,636,840, respectively. During 2013, the funds raised, offering costs incurred and shares subscribed from the private placements were \$5,285,200, \$1,034,734 and 2,228,160, respectively.

We began an intrastate public offering of our common stock at a price per share of \$5.00 on April 2, 2014 and completed that offering on April 2, 2017. The Company raised \$10,010,485 and incurred \$1,444,127 of offering costs through the issuance of 2,002,097 shares of the Company’s common stock less treasury stock of 3,000 shares from the intrastate public stock offering. During 2014, the funds raised, offering costs incurred and shares subscribed from the offering were \$3,143,800, \$576,613 and 628,760, respectively. During 2015, the funds raised, offering costs incurred and shares subscribed from the offering were \$1,901,925, \$326,734 and 380,385, respectively. During 2016 the funds raised, offering costs incurred and shares subscribed from the offering were \$3,062,510, \$330,516 and 612,502, respectively. During 2017 the funds raised, offering costs incurred and shares subscribed from the offering were \$1,902,250, \$210,264 and 380,450, respectively.

The Texas Department of Insurance approved TRLIC’s life insurance charter on August 1, 2016. The Company capitalized TRLIC with \$3,000,000 and owns 100% of TRLIC. TRLIC began insurance operations on April 3, 2017 and is currently selling life and annuity products in the state of Texas. During 2018 the Company made capital contributions of \$2,000,000 and \$750,000 to TRLIC. During the second quarter of 2019 the Company made an additional capital contribution to TRLIC of mortgage loans valued at \$857,133. During the third quarter of 2019 the Company made an additional capital contribution of \$1,300,000 in cash to TRLIC bringing the total capitalization of TRLIC to \$7,907,133. TRLS, an insurance agency, was incorporated February 1, 2017. The Company capitalized TRLS with \$50,000 and owns 100% of TRLS. During 2018 the Company made an additional capital contribution of \$100,000 bringing the total capitalization of TRLS to \$150,000.

We are a financial services holding company and have incurred significant net losses since our inception. As of December 31, 2019, we had an accumulated deficit of \$7,237,665. These losses have resulted from costs incurred while raising capital and start-up costs related to our insurance operations. We expect to continue to incur operating losses until we achieve a volume of inforce life insurance policies that provides premiums and investment income which are sufficient to cover our operating costs.

Critical Accounting Policies and Estimates

Our management’s discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements that have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”). The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. On a continuing basis, we evaluate our estimates and assumptions.

We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances. The results of these estimates form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe the following accounting policies, judgments and estimates are the most critical to the preparation of our consolidated financial statements.

Investments

Fixed maturity securities are comprised of bonds that are classified as available-for-sale and are carried at fair value with unrealized gains and losses, net of applicable income taxes, reported in accumulated other comprehensive income. The amortized cost of fixed maturity securities available-for-sale is generally adjusted for amortization of premium and accretion of discount.

Interest income, as well as the related amortization of premium and accretion of discount, is included in net investment income under the effective yield method. The amortized cost of fixed maturity securities available-for-sale is written down to fair value when a decline in value is considered to be other-than-temporary.

[Table of Contents](#)

The Company evaluates the difference between the cost or amortized cost and estimated fair value of its investments to determine whether any decline in value is other-than-temporary in nature. This determination involves a degree of uncertainty. If a decline in the fair value of a security is determined to be temporary, the decline is recorded as an unrealized loss in stockholders' equity. If a decline in a security's fair value is considered to be other-than-temporary, the Company then determines the proper treatment for the other-than-temporary impairment. For fixed maturity securities available-for-sale, the amount of any other-than-temporary impairment related to a credit loss is recognized in earnings and reflected as a reduction in the cost basis of the security; and the amount of any other-than-temporary impairment related to other factors is recognized in other comprehensive income (loss) with no change to the cost basis of the security.

The assessment of whether a decline in fair value is considered temporary or other-than-temporary includes management's judgment as to the financial position and future prospects of the entity issuing the security. It is not possible to accurately predict when it may be determined that a specific security will become impaired. Future adverse changes in market conditions, poor operating results of underlying investments and defaults on mortgage loan payments could result in losses or an inability to recover the current carrying value of the investments, thereby possibly requiring an impairment charge in the future.

Likewise, if a change occurs in the Company's intent to sell temporarily impaired securities prior to maturity or recovery in value, or if it becomes more likely than not that the Company will be required to sell such securities prior to recovery in value or maturity, a future impairment charge could result. If an other-than-temporary impairment related to a credit loss occurs with respect to a bond, the Company amortizes the reduced book value back to the security's expected recovery value over the remaining term of the bond. The Company continues to review the security for further impairment that would prompt another write-down in the value.

Purchases and sales of securities are recorded on a trade-date basis. Interest earned on investments is recorded on the accrual basis and is included in net investment income.

The Company's mortgage loan portfolio is comprised of residential properties with the average loan to appraised value ratios at 61% (excluding construction loans). Mortgage loans are carried at current book value. The fair values for mortgage loans are estimated using discounted cash flow analyses. For residential mortgage loans, the discount rate used was indexed to the LIBOR yield curve adjusted for an appropriate credit spread.

The Company's other long-term investments are comprised of lottery prize cash flows holdings held at amortized cost. They are categorized as other long-term investments in the statement of financial position and are assignments of the future rights from lottery winners purchased at a discounted price. Payments on these investments are made by state run lotteries.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and money market instruments.

Deferred Policy Acquisition Costs

Costs that relate to and vary with the successful production of new business are deferred over life of the policy. Deferred acquisition costs, (DAC), consist of commissions and policy issuance, underwriting and agency expenses. DAC expenses are amortized primarily over the premium-paying period of life policies and as profits emerge on the annuity products, using the same assumptions as were used in computing liabilities for future policy benefits.

Deferred Sales Inducement Costs

Sales inducement costs (SIC) are related to policy bonuses issued on some of the Company's annuity products. SIC is deferred at the issuance of the policy and amortized over the shorter of the bonus period or the life of the policy based on the expected future profits of the business. The amount deferred is based on the difference between the fund value with the bonus and the fund value without the bonus.

Policyholders' Account Balances

The Company's liability for policyholders' account balances represents the contract value that has accrued to the benefit of the policyholder as of the financial statement date. This liability is generally equal to the accumulated account deposits plus applicable bonus and interest credited less policyholders' withdrawals and other charges assessed against the account balance. Interest crediting rates for individual annuities range from 3.11% to 5.00%.

Future Policy Benefits

Future policy benefit reserves have been computed by the net level premium method with assumptions as to investment yields, mortality and withdrawals based upon the Company's experience. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of policy liabilities and the increase in future policy benefit reserves. Management's judgments and estimates for future policy benefit reserves provide for possible unfavorable deviation.

Income Taxes

We evaluate our deferred income tax assets, which partially offset our deferred tax liabilities, for any necessary valuation allowances. In doing so, we consider our ability and potential for recovering income taxes associated with such assets, which involve significant judgment. Revisions to the assumptions associated with any necessary valuation allowances would be recognized in the financial statements in the period in which such revisions are made.

Results of Operations – Years Ended December 31, 2019 and 2018

Revenues

Our revenues are from the initial sales of insurance products and investment income from investments in fixed maturity available-for-sale securities, mortgages and other assets. Revenue included \$377,580 and \$363,515 from sales of life insurance for the twelve months ended December 31, 2019 and 2018, respectively. The Company also accepted annuity considerations of \$14,427,022 and \$1,838,464 during 2019 and 2018, respectively. Annuity considerations will generate revenue on investments but are not classified as revenue for GAAP reporting.

Investment income was \$692,626 for the year ended December 31, 2019 compared to \$348,264 for the year ended December 31, 2018. During 2019 the Company invested in mortgage loans on real estate, lottery bonds and corporate bonds to increase investment yields to support interest expense on our annuity deposits. The Company also moved all non-operating cash to interest bearing money market accounts. Total revenues were \$1,307,537 for the year ended December 31, 2019, an increase of \$540,465 from \$767,072 for the year ended December 31, 2018.

Expenses

Our expenses relate to operating a financial services holding company, a life insurance company and an insurance agency.

Expenses were \$3,099,567 for the year ended December 31, 2019, an increase of \$1,105,059 from \$1,994,508 for the year ended December 31, 2018.

Total Benefits and Claims – Claims and benefit expenses were \$605,447 and \$256,512 for the twelve months ended December 31, 2019 and 2018, respectively. The increase of \$348,935 is consistent with the increased insurance sales compared to 2018.

Commissions – Commission expense increased \$228,313 for the year ended December 31, 2019. The increase is consistent with the increased insurance sales compared to 2018.

Salaries and Wages – Salary expense increased \$505,175 for the year ended December 31, 2019. The increase is due to the addition of staff in the third quarter of 2018, the addition of the Worksite Director in 2019 and the addition of salaried sales agents in the first and fourth quarter 2019. To a lesser degree moderate increases to existing salaries added to the variance.

Net Loss

The net loss was \$1,792,030, or \$(0.12) per share, for the year ended December 31, 2019 compared to a net loss of \$1,227,436, or \$(0.08) per share, for the year ended December 31, 2018. The \$564,594 increase in the net loss was primarily attributable to the increase in expenses described above. We expect our losses to increase in the near future as we incur increased costs to grow the life insurance business. The weighted average common shares outstanding were 14,806,943 and 14,861,514 for the years ending December 31, 2019 and 2018, respectively. The total shares outstanding were 14,764,587 and 14,850,097 at December 31, 2019 and 2018, respectively.

Financial Position – As of December 31, 2019 and 2018

Total assets of the Company increased from \$15,732,993 as of December 31, 2018 to \$30,285,566 as of December 31, 2019, an increase of \$14,552,573 or 92.5% and was attributable to annuity sales in 2019.

[Table of Contents](#)

The Company is investing the annuity deposits in fixed maturity securities, mortgages and other assets (lottery bonds). The increase in mortgages of \$1,463,511 and lottery bonds of \$1,516,886 are directly related to annuity deposits in Texas Republic Life Insurance Company. Mortgages of \$875,895 were also acquired in the holding company late in 2018. These mortgages were subsequently moved to TRLIC as a capital contribution during 2019. The increase of \$1,424,404 in fixed maturity securities occurred both in the insurance company and at the holding company level as we try to maximize our investment earnings.

Cash increased \$8,696,825 from December 31, 2018 to December 31, 2019 as annuity sales continued strong throughout 2019. We are investing to maximize yields to support the insurance operations, however the annuity sales significantly outpaced our ability to secure quality investments. To slow the incoming flow of cash from annuity sales the Company dropped the annuity crediting rates in November 2019 and February 2020. All non-operating cash is held in interest bearing accounts.

Policyholder liabilities include benefit reserves for both life and annuity policies, claim reserves, deposit funds and advance premiums. Policyholder liabilities increased \$15,631,250 at December 31, 2019 compared to December 31, 2018. The increase is directly related to the increase of annuity deposits and to a lesser extent the increase of inforce life insurance.

Total shareholder equity of the Company decreased from \$12,028,873 as of December 31, 2018 to \$10,672,815 as of December 31, 2019, a decrease of \$1,356,058. The decrease is mainly due to the net loss from operations of \$1,792,030 and the net change in the cost of treasury shares of \$54,485. The net other comprehensive income increased equity by \$490,457. The Company currently has accumulated other comprehensive income of \$327,676 for the year ended December 2019 and accumulated other comprehensive loss of \$162,781 for the year ended December 31, 2018.

Liquidity and Capital Resources

Since inception, our operations have been financed primarily through an organizational offering, three private placement offerings and an intrastate public stock offering. Through December 31, 2019, we received \$20,346,985 from the sale of 14,867,097 shares and incurred offering costs of \$2,659,696. During 2019 and 2018 we paid \$5,000 and \$10,000 for 1,000 and 2,000 shares of Company's common stock that is held as treasury stock, respectively. During 2018 the Company's subsidiary, TRLIC purchased 14,000 shares for distribution under its Stock Incentive Plan. During 2019 TRLIC purchased an additional 97,000 shares for distribution under its Stock Incentive Plan. As of December 31, 2019, TRLIC distributed 11,490 shares under its Stock Incentive Plan. The remaining 99,510 shares held by TRLIC and the 3,000 shares held by TRCC total 102,510 shares. These shares are held as treasury shares in the consolidated financials. Our operations have not been profitable and have generated significant operating losses since we were incorporated in 2012.

We had cash and cash equivalents totaling \$15,208,477 and \$6,511,652 as of December 31, 2019 and 2018, respectively. The Company maintains cash and cash equivalents at multiple institutions. The Federal Deposit Insurance Corporation insures interest and non-interest-bearing accounts up to \$250,000. Uninsured balances aggregate \$2,312,416 and \$534,014 as of December 31, 2019 and December 31, 2018 respectively. Other funds are invested in mutual funds that invest in U.S. government securities. We monitor the solvency of all financial institutions in which we have funds to minimize the exposure for loss. The Company has not experienced any losses in such accounts.

Capital provided from the public offering will provide a considerable amount of operating funds for current and future operations. The operations of TRLIC should provide ample cash flows from premium income and investment income to meet operating requirements. Life insurance contract liabilities are generally long term in nature and are generally paid from future cash flows.

We believe that our existing cash and cash equivalents will be sufficient to fund our anticipated operating expenses and capital expenditures for at least 12 months. We have based this estimate upon assumptions that may prove to be wrong and we could use our capital resources sooner than we currently expect. The growth of TRLIC may require additional capital as it continues to grow. As discussed above, the Company capitalized TRLIC with \$3,000,000 cash during the third quarter of 2016 and capitalized TRLS with \$50,000 during the second quarter of 2018. During 2018 TRCC made capital contributions of \$2,000,000 and \$750,000 to TRLIC. During the second quarter of 2019 the Company made an additional capital contribution to TRLIC of mortgage loans valued at \$857,133. During the third quarter of 2019 the Company made an additional capital contribution of \$1,300,000 in cash to TRLIC bringing the total capitalization of TRLIC to \$7,907,133. During 2018 TRCC made a capital contribution of \$100,000 to TRLS bringing the total capitalization of TRLS to \$150,000.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

SPECIAL NOTE CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements contained herein are forward-looking statements. The forward-looking statements are made pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, and include estimates and assumptions related to economic, competitive and legislative developments. Forward-looking statements may be identified by words such as “expects,” “intends,” “anticipates,” “plans,” “believes,” “estimates,” “will” or words of similar meaning; and include, but are not limited to, statements regarding the outlook of our business and financial performance. These forward-looking statements are subject to change and uncertainty, which are, in many instances, beyond our control and have been made based upon our expectations and beliefs concerning future developments and their potential effect upon us.

There can be no assurance that future developments will be in accordance with our expectations, or that the effect of future developments on us will be as anticipated. These forward-looking statements are not a guarantee of future performance and involve risks and uncertainties. There are certain important factors that could cause actual results to differ, possibly materially, from expectations or estimates reflected in such forward-looking statements.

These factors include among others:

- general economic conditions and financial factors, including the performance and fluctuations of fixed income, equity, real estate, credit capital and other financial markets;
- differences between actual experience regarding mortality, morbidity, persistency, surrenders, investment returns, and our pricing assumptions establishing liabilities and reserves or for other purposes;
- the effect of increased claims activity from natural or man-made catastrophes, pandemic disease, or other events resulting in catastrophic loss of life;
- inherent uncertainties in the determination of investment allowances and impairments and in the determination of the valuation allowance on the deferred income tax asset;
- investment losses and defaults;
- competition in our product lines;
- attraction and retention of qualified employees and agents;
- ineffectiveness of risk management policies and procedures in identifying, monitoring and managing risks;
- the availability, affordability and adequacy of reinsurance protection;
- the effects of emerging claim and coverage issues;
- the cyclical nature of the insurance business;
- interest rate fluctuations;
- changes in our experiences related to deferred policy acquisition costs;
- the ability and willingness of counterparties to our reinsurance arrangements to pay balances due to us;
- rating agencies’ actions;
- domestic or international military actions;
- the effects of extensive government regulation of the insurance industry;
- changes in tax and securities law;
- changes in statutory or U.S. generally accepted accounting principles (“GAAP”), practices or policies;
- regulatory or legislative changes or developments;
- the effects of unanticipated events on our disaster recovery and business continuity planning;
- failures or limitations of our computer, data security and administration systems;
- risks of employee error or misconduct;
- the assimilation of life insurance businesses we acquire and the sound management of these businesses; and
- the availability of capital to expand our business.

It is not our corporate policy to make specific projections relating to future earnings, and we do not endorse any projections regarding future performance made by others. In addition, we do not publicly update or revise forward-looking statements based on the outcome of various foreseeable or unforeseeable developments.

Item 8. Financial Statements

**TEXAS REPUBLIC CAPITAL CORPORATION AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**

Consolidated Financial Statements	Page Number
Report of Independent Registered Public Accounting Firm	14
Consolidated Statements of Financial Position	15
Consolidated Statements of Operations	16
Consolidated Statements of Comprehensive Loss	17
Consolidated Statements of Changes in Shareholders' Equity	18
Consolidated Statements of Cash Flows	19
Notes to Consolidated Financial Statements	20

Report of Independent Registered Public Accounting Firm

To the Board of Directors and
Shareholders of Texas Republic Capital Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of Texas Republic Capital Corporation and Subsidiaries (the Company) as of December 31, 2019 and 2018, and the related consolidated statements of operations, comprehensive loss, changes in shareholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2019, and the related notes (collectively referred to as the financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018 and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Kerber, Eck & Braeckel LLP

We have served as the Company's auditor since 2012.

Springfield, Illinois
March 27, 2020

Texas Republic Capital Corporation and Subsidiaries
Consolidated Statements of Financial Position

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Available-for-sale fixed maturity securities at fair value (Amortized cost: \$7,673,671 and \$6,828,467 as of December 31, 2019 and 2018, respectively)	\$ 8,089,460	\$ 6,665,056
Mortgage loans	2,908,541	1,445,030
Other long-term investments	1,966,347	449,461
Total investments	12,964,348	8,559,547
Cash and cash equivalents	15,208,477	6,511,652
Accrued investment income	111,889	76,668
Due premium	5,075	5,050
Deferred policy acquisition costs	668,454	326,210
Deferred sales inducement costs	770,177	164,316
Advances and notes receivable	134,560	14,360
Leased property - right to use	248,298	-
Security deposit	7,109	7,109
Prepaid and other assets	140,339	33,871
Furniture and equipment, net	26,840	34,210
Total assets	<u>\$ 30,285,566</u>	<u>\$ 15,732,993</u>
Liabilities and Shareholders' Equity		
Policy liabilities		
Policyholders' account balances	\$ 18,440,872	\$ 3,165,519
Future policy benefits	516,870	338,407
Policy claims and other benefits	59,693	28,306
Liability for deposit-type contracts	14,870	19,540
Other policyholder liabilities	160,000	9,283
Total policy liabilities	19,192,305	3,561,055
Lease liability	248,298	-
Deferred taxes	87,104	-
Accounts payable	85,044	143,065
Total liabilities	<u>19,612,751</u>	<u>3,704,120</u>
Shareholders' equity		
Common stock, par value \$.01 per share, 25,000,000 shares authorized, 14,867,097 issued as of December 31, 2019 and 2018, 14,764,587 and 14,850,097 outstanding as of December 31, 2019 and 2018, respectively	148,671	148,671
Additional paid-in capital	17,538,618	17,538,618
Treasury stock, at cost (102,510 and 17,000 shares as of December 31, 2019 and 2018 respectively)	(104,485)	(50,000)
Accumulated other comprehensive income (loss)	327,676	(162,781)
Accumulated deficit	(7,237,665)	(5,445,635)
Total shareholders' equity	<u>10,672,815</u>	<u>12,028,873</u>
Total liabilities and shareholders' equity	<u>\$ 30,285,566</u>	<u>\$ 15,732,993</u>

See notes to consolidated financial statements.

Texas Republic Capital Corporation and Subsidiaries
Consolidated Statements of Operations

	Years Ended December 31,	
	2019	2018
Revenues		
Premiums and other considerations	\$ 377,580	\$ 363,515
Net investment income	692,626	348,264
Net realized gains on investments	117,261	-
Commission income	120,070	55,293
Total revenues	1,307,537	767,072
Benefits, claims and expenses		
Increase in future policy benefits	177,487	162,828
Death and other benefits	31,387	25,802
Interest credited to policyholders	396,573	67,882
Total benefits and claims	605,447	256,512
Policy acquisition costs deferred	(389,914)	(197,369)
Policy acquisition costs amortized	46,032	65,373
Commissions	464,583	236,270
Salaries and wages	1,289,863	784,688
Employee benefits	115,982	73,203
Taxes, licenses and fees	92,483	56,432
Office rent	92,034	80,967
Director fees	41,000	48,250
Third-party administration fees	201,935	188,413
Service and transfer agent fees	44,800	47,156
Travel, meals and entertainment	80,571	31,885
Professional fees	238,432	153,953
Furniture, equipment and software	57,286	31,978
Office and other expenses	119,033	136,797
Total benefits, claims and expenses	3,099,567	1,994,508
Net loss	\$ (1,792,030)	\$ (1,227,436)
Net loss per common share outstanding	<u>(0.12)</u>	<u>(0.08)</u>

See notes to consolidated financial statements.

Texas Republic Capital Corporation and Subsidiaries
Consolidated Statements of Comprehensive Loss

	Years Ended December 31,	
	2019	2018
Net loss	\$ (1,792,030)	\$ (1,227,436)
Other comprehensive income (loss)		
Total net unrealized gains (losses) arising during the period	696,461	(249,678)
Less net realized investment gains	117,261	-
Net unrealized investment gains (losses)	579,200	(249,678)
Adjustment to deferred acquisition costs	(1,639)	630
Deferred taxes	(87,104)	-
Total other comprehensive income (loss)	490,457	(249,048)
Total comprehensive loss	<u>\$ (1,301,573)</u>	<u>\$ (1,476,484)</u>

See notes to consolidated financial statements.

Texas Republic Capital Corporation and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity
Years Ended December 31, 2019 and 2018

	Common Stock \$.01 Par Value	Additional Paid-in Capital	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Shareholders' Equity
Balance as of January 1, 2018	\$ 148,671	\$ 17,538,618	\$ (15,000)	\$ 86,267	\$ (4,218,199)	\$ 13,540,357
Purchase of treasury stock	-	-	(35,000)	-	-	(35,000)
Other comprehensive income	-	-	-	(249,048)	-	(249,048)
Net loss	-	-	-	-	(1,227,436)	(1,227,436)
Balance as of December 31, 2018	<u>\$ 148,671</u>	<u>\$ 17,538,618</u>	<u>\$ (50,000)</u>	<u>\$ (162,781)</u>	<u>\$ (5,445,635)</u>	<u>\$ 12,028,873</u>
Purchase of treasury stock	-	-	(83,210)	-	-	(83,210)
Treasury shares issued	-	-	28,725	-	-	28,725
Other comprehensive loss	-	-	-	490,457	-	490,457
Net loss	-	-	-	-	(1,792,030)	(1,792,030)
Balance as of December 31, 2019	<u>\$ 148,671</u>	<u>\$ 17,538,618</u>	<u>\$ (104,485)</u>	<u>\$ 327,676</u>	<u>\$ (7,237,665)</u>	<u>\$ 10,672,815</u>

See notes to consolidated financial statements.

Texas Republic Capital Corporation and Subsidiaries
Consolidated Statements of Cash Flows

	Years Ended December 31,	
	2019	2018
Operating activities		
Net loss	\$ (1,792,030)	\$ (1,227,436)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accretion of discount on investments	(123,676)	(23,468)
Net realized capital gains	(117,261)	-
Provision for depreciation	12,403	12,066
Policy acquisition costs deferred	(389,914)	(197,369)
Policy acquisition costs amortized	46,032	65,373
Mortgage loan origination fees deferred	(33,318)	(27,154)
Amortization of mortgage loan origination fees	2,552	122
Interest credited to policyholders	396,573	67,882
Non-cash salary expense	28,725	-
Change in assets and liabilities:		
Accrued investment income	(35,221)	(53,959)
Due premium	(25)	(5,050)
Advances and notes receivable	(120,200)	10,490
Prepaid and other assets	(106,468)	(4,490)
Future policy benefits	178,463	163,384
Policy claims	31,387	25,802
Other policy liabilities	150,717	(73,918)
Accounts payable	(58,021)	87,945
Net cash used in operating activities	(1,929,282)	(1,179,780)
Investing activities		
Purchases of furniture and equipment	(5,033)	(13,046)
Purchase of fixed maturity securities	(1,886,362)	(4,540,023)
Sales of fixed maturity securities	1,154,147	-
Purchase of mortgage loans	(1,538,835)	(1,428,137)
Payments on mortgage loans	109,709	10,206
Purchase of other long-term investments	(1,715,610)	(426,183)
Payments on other long-term investments	323,052	-
Net cash used in investing activities	(3,558,932)	(6,397,183)
Financing activities		
Purchase of treasury stock	(83,210)	(35,000)
Policyholder deposits	14,427,022	1,838,464
Policyholder withdrawals	(153,648)	(312,549)
Deposit-type contracts - deposits	-	24,175
Deposit-type contracts - withdrawals	(5,125)	(5,125)
Net cash provided by financing activities	14,185,039	1,509,965
Increase in cash and cash equivalents	8,696,825	(6,066,998)
Cash and cash equivalents, beginning of period	6,511,652	12,578,650
Cash and cash equivalents, end of period	\$ 15,208,477	\$ 6,511,652
Supplemental disclosure of non-cash financing activities		
Treasury stock issued as compensation	\$ 28,725	\$ -

See notes to consolidated financial statements.

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

1. Organization and Significant Accounting Policies

Nature of Operations

Texas Republic Capital Corporation (the “Company”) is the parent holding company of Texas Republic Life Insurance Company (“TRLIC”) and Texas Republic Life Solutions, Inc. (“TRLS”). The Company was incorporated in Texas on May 15, 2012, for the primary purpose of forming and capitalizing a life insurance company subsidiary.

The Texas Department of Insurance approved TRLIC’s life insurance charter on August 1, 2016. The Company capitalized TRLIC with \$3,000,000 and owns 100% of TRLIC. TRLIC began insurance operations on April 3, 2017 and is currently selling life and annuity products in the state of Texas. During 2018 the Company made capital contributions of \$2,000,000 and \$750,000 to TRLIC. During the second quarter of 2019 the Company made an additional capital contribution to TRLIC of mortgage loans valued at \$857,133. During the third quarter of 2019 the Company made an additional capital contribution of \$1,300,000 in cash to TRLIC bringing the total capitalization of TRLIC to \$7,907,133. TRLS, an insurance agency, was incorporated February 1, 2017. The Company capitalized TRLS with \$50,000 and owns 100% of TRLS. During 2018 the Company made an additional capital contribution of \$100,000 bringing the total capitalization of TRLS to \$150,000.

From incorporation through April 2, 2017, the Company was involved in the sale of common stock to provide working capital. During this time the Company completed an organizational offering, three private placement stock offerings and an intrastate public stock offering in the state of Texas. The Company raised \$10,336,500 and incurred \$1,215,569 of offering costs through the issuance of 12,865,000 shares from the organizational offering and three private placement offerings. The intrastate public stock offering was registered to raise \$25,000,000 by offering 5,000,000 shares of its common stock and was ended on April 2, 2017. This offering raised \$10,010,485 and incurred \$1,444,127 of offering costs through the sale of 2,002,097 shares of the common stock.

Basis of Presentation

The accompanying audited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Principles of Consolidation

The consolidated financial statements include the accounts and operations of the Company and its subsidiaries. All intercompany accounts and transactions are eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management’s knowledge of current events and actions it may undertake in the future, they may ultimately differ from actual results.

Reclassifications

Certain reclassifications have been made in the prior year financial statements to conform to current year classifications. These reclassifications had no effect on the previously reported net loss or shareholders equity.

Investments

Fixed maturity securities are comprised of bonds that are classified as available-for-sale and are carried at fair value with unrealized gains and losses, net of applicable income taxes, reported in accumulated other comprehensive income. The amortized cost of fixed maturity securities available-for-sale is generally adjusted for amortization of premium and accretion of discount.

Interest income, as well as the related amortization of premium and accretion of discount, is included in net investment income under the effective yield method. The amortized cost of fixed maturity securities available-for-sale is written down to fair value when a decline in value is considered to be other-than-temporary.

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

1. Organization and Significant Accounting Policies (continued)

The Company evaluates the difference between the cost or amortized cost and estimated fair value of its investments to determine whether any decline in value is other-than-temporary in nature. This determination involves a degree of uncertainty. If a decline in the fair value of a security is determined to be temporary, the decline is recorded as an unrealized loss in shareholders' equity. If a decline in a security's fair value is considered to be other-than-temporary, the Company then determines the proper treatment for the other-than-temporary impairment. For fixed maturity securities, available-for-sale, the amount of any other-than-temporary impairment related to a credit loss is recognized in earnings and reflected as a reduction in the cost basis of the security; and the amount of any other-than-temporary impairment related to other factors is recognized in other comprehensive income (loss) with no change to the cost basis of the security.

The assessment of whether a decline in fair value is considered temporary or other-than-temporary includes management's judgment as to the financial position and future prospects of the entity issuing the security. It is not possible to accurately predict when it may be determined that a specific security will become impaired. Future adverse changes in market conditions, poor operating results of underlying investments and defaults on mortgage loan payments could result in losses or an inability to recover the current carrying value of the investments, thereby possibly requiring an impairment charge in the future.

Likewise, if a change occurs in the Company's intent to sell temporarily impaired securities prior to maturity or recovery in value, or if it becomes more likely than not that the Company will be required to sell such securities prior to recovery in value or maturity, a future impairment charge could result. If an other-than-temporary impairment related to a credit loss occurs with respect to a bond, the Company amortizes the reduced book value back to the security's expected recovery value over the remaining term of the bond. The Company continues to review the security for further impairment that would prompt another write-down in the value.

Purchases and sales of securities are recorded on a trade-date basis. Interest earned on investments is recorded on the accrual basis and is included in net investment income.

The Company's mortgage loan portfolio is comprised of residential properties with loan to appraised value ratios at or below 90%. Mortgage loans are carried at current book value.

The Company's other long-term investments are comprised of lottery prize cash flows holdings held at amortized cost. They are categorized as other long-term investments in the statement of financial position and are assignments of the future rights from lottery winners purchased at a discounted price. Payments on these investments are made by state run lotteries.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and money market instruments.

Deferred Policy Acquisition Costs

Costs that relate to and vary with the successful production of new business are deferred over the life of the policy. Deferred acquisition costs ("DAC") consist of commissions and policy issuance, underwriting and agency expenses. DAC expenses are amortized primarily over the premium-paying period of life policies and as profits emerge on annuity products. Amortization uses the same assumptions as were used in computing liabilities for future policy benefits. There was \$389,914 of DAC deferred for the twelve months ended December 31, 2019 and \$46,032 of DAC amortized for the twelve months ended December 31, 2019. There was \$197,369 of DAC deferred for the twelve months ended December 31, 2018 and \$65,373 of DAC amortized for the twelve months ended December 31, 2018.

Deferred Sales Inducement Costs

Sales inducement costs ("SIC") are related to policy bonuses issued on some of the Company's annuity products. SIC is deferred at the issuance of the policy and amortized over the shorter of the bonus period or the life of the policy based on the expected future profits of the business. The amount deferred is based on the difference between the fund value with the bonus and the fund value without the bonus. There was \$770,177 and \$164,316 of SIC deferred at December 31, 2019 and December 31, 2018, respectively. For the twelve months ended December 31, 2019 there was \$722,641 of SIC deferred and \$116,780 of SIC amortized. There was \$104,603 of SIC deferred and \$20,153 of SIC amortized during the twelve months ended December 31, 2018.

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

1. Organization and Significant Accounting Policies (continued)

Advances and Notes Receivable

Advances and notes receivable are recorded at unpaid principal balances. Management evaluates the collectability of advances and notes receivable on the specific identification basis. Uncollectible amounts are reported in the results of operations in the year the determination is made.

Leased Property – Right to Use Asset

In February 2016, the FASB issued ASU 2016-02, Lease Accounting (Topic 842) (“ASU 2016-02”). Under ASU 2016-02, a lessee is required to recognize assets and liabilities for leases with lease terms of more than twelve months. The Company’s home office lease has a term greater than one year, and the Company recognizes on the balance sheet as of January 1, 2019 a right of use (“ROU”) operating lease asset and a lease liability, initially measured at the present value of the lease payments. Lease costs are recognized in the income statement over the lease term on a straight-line basis. ROU assets represent the Company’s right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. The Company has a lease asset and liability of \$248,298 as of December 31, 2019.

Furniture and Equipment

Furniture and equipment are carried at cost less accumulated depreciation or amortization. Office furniture, equipment and EDP equipment is recorded at cost or fair value at acquisition less accumulated depreciation or amortization using the straight-line method over the estimated useful life of the respective assets of three to seven years.

Policyholders’ Account Balances

The Company’s liability for policyholders’ account balances represents the contract value that has accrued to the benefit of the policyholder as of the financial statement date. This liability is generally equal to the accumulated account deposits plus applicable bonus and interest credited less policyholders’ withdrawals and other charges assessed against the account balance. Interest crediting rates for individual annuities range from 3.11% to 5.00%.

Future Policy Benefits

Future policy benefit reserves have been computed by the net level premium method with assumptions as to investment yields, mortality and withdrawals based upon the Company’s experience. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of policy liabilities and the increase in future policy benefit reserves. Management’s judgments and estimates for future policy benefit reserves provide for possible unfavorable deviation.

Common Stock

Common stock is fully paid, non-assessable and has a par value of \$.01 per share.

Treasury Stock

Treasury stock, representing shares of the Company’s common stock that have been reacquired after having been issued and fully paid, are recorded at cost.

Federal Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Deferred income taxes are provided for cumulative temporary differences between balances of assets and liabilities determined under GAAP and balances determined using tax bases.

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

1. Organization and Significant Accounting Policies (continued)

Net Loss Per Common Share Outstanding

Net loss per common share is calculated using the weighted average number of common shares outstanding during the year. Shares sold during the period are considered to be outstanding for one half of the month in which they were sold. The weighted average common shares outstanding were 14,806,943 and 14,861,514 for the years ending December 31, 2019 and 2018, respectively.

Related Party Transactions

During 2018 the Company entered into an agreement with First Trinity Financial Corporation (FTFC) where FTFC will use its resources to source mortgages on real estate and lottery bonds. FTFC will present to the Company investments based on criteria the Company has established. The Company has the option to purchase the presented investment assets directly from the seller or to decline the purchase based on the Company's analysis of the investment. All mortgages and lottery bonds that were purchased by the Company in 2019 and 2018 were obtained through this agreement. The Chairman of the Company is also the Chairman, President, and Chief Executive Officer of FTFC. During 2019 the Company paid \$79,379 to FTFC under the agreement. In 2018 the Company paid \$28,563 under the agreement.

Subsequent Events

Management has evaluated subsequent events for recognition and disclosure in the financial statements through the date the financial statements were available to be issued. Due to the current Health Pandemic and the disruption in the bond markets the Company's fixed securities portfolio has incurred a decrease in value of approximately \$665,000 through March 27, 2020. The Company has the ability to hold the fixed securities until maturity.

Recent Accounting Pronouncements

In February 2016, the FASB issued *ASU 2016-02, "Leases"* ("ASU 2016-02"). ASU 2016-02 requires all lessees to recognize a lease liability and a right-of-use asset ("ROU"), measured at the present value of the future minimum lease payments, at the lease commencement date. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim reporting periods within that fiscal year, with early adoption permitted. ASU 2016-02 requires the application of a modified retrospective approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements.

In July 2018, the FASB issued updated guidance (Accounting Standards Update 2018-11) that provides entities with an additional (and optional) transition method to adopt the new standard on leases. Under this new transition method, an entity initially applies the new standard on leases at the adoption date and recognizes a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. Consequently, an entity's reporting for the comparative periods presented in the financial statements in which it adopts the new standard on leases will continue to be in accordance with current GAAP (Topic 840, Leases). An entity that elects this additional (and optional) transition method must provide the required Topic 840 disclosures for all periods that continue to be in accordance with Topic 840.

The Company adopted ASU 2016-02, as of January 1, 2019. The Company elected to utilize the cumulative-effect adjustment to the opening balance of retained earnings for the year of adoption. Accordingly, the Company's reporting for the comparative periods prior to adoption continue to be presented in the financial statements in accordance with previous lease accounting guidance. The Company also elected to apply all practical expedients applicable to the Company in the updated guidance for transition for the lease in effect at adoption, including using hindsight to determine the lease term of the existing leases, the option to not reassess whether an existing contract is a lease or contains a lease and whether the lease is an operating or finance lease. The Company increased assets and liabilities by \$331,065 at the adoption date.

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

1. Organization and Significant Accounting Policies (continued)

In September 2016, the FASB issued *ASU 2016-13, "Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments"* ("ASU 2016-13"). ASU 2016-13 will change the way entities recognize impairment of financial assets by requiring immediate recognition of estimated credit losses expected to occur over the remaining life of many financial assets, including, among others, held-to-maturity debt securities, mortgage loans, lottery prize receivables, trade receivables, and reinsurance recoverables. ASU 2016-13 requires a valuation allowance to be calculated on these financial assets and that they be presented on the financial statements net of the valuation allowance. This methodology is referred to as the current expected credit loss model. ASU 2016-13 had an original effective date for fiscal years beginning after December 15, 2019, including interim periods within those annual periods. The FASB recently delayed the effective date of ASU 2016-13 to fiscal years beginning after December 15, 2022 for smaller reporting companies, with early adoption permitted. The Company is currently evaluating the impact of this guidance on the Company's financial condition and results of operations. However, currently the Company does not expect a material impact on the Company's financial condition or results of operations from the adoption of this guidance.

In January 2017, the FASB issued *ASU 2017-04, "Intangibles — Goodwill and Other" ("ASU 2017-04")*. ASU 2017-04 will amend and simplify current goodwill impairment testing to eliminate Step 2 from the current provisions. Under the new guidance, an entity should perform the goodwill impairment test by comparing the fair value of a reporting unit with its carrying value and recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. An entity still has the option to perform the quantitative assessment for a reporting unit to determine if a quantitative impairment test is necessary. ASU 2017-04 will be effective for annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. As the Company currently has no goodwill on its balance sheet, ASU 2017-04 is not expected to have an impact on the Company's financial condition or results of operations.

In March 2017, the FASB issued *ASU 2017-08, "Receivables-Nonrefundable Fees and Other Costs: Premium Amortization on Purchased Callable Debt Securities"* ("ASU 2017-08"). ASU 2017-08 revises the amortization period for certain callable debt securities held at a premium, requiring the premium to be amortized to the earliest call date. Under current GAAP, entities generally amortize the premium as an adjustment of yield over the contractual life of the instrument. ASU 2017-08 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019 with early adoption permitted. The Company is evaluating the securities the Company owns which were purchased at a premium.

In February 2018, the FASB issued *ASU 2018-02, "Income Statement — Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income"* ("ASU 2018-02"). ASU 2018-02 was issued to address the income tax accounting treatment of the stranded tax effects within other comprehensive income from the prohibition of backward tracing due to an income tax rate change that was initially recorded in other comprehensive income. This issue came about from the enactment of the Tax Cuts and Jobs Act on December 22, 2017 that changed the Company's income tax rate from 35% to 21%. The ASU changed current accounting whereby an entity may elect to reclassify the stranded tax effect from accumulated other comprehensive income to retained earnings. The ASU is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. The adoption of ASU 2018-02 did not have a significant impact on the Company's financial statements.

In August 2018, the FASB issued *ASU No. 2018-13, "Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement"* ("ASU No. 2018-13"). This ASU eliminates, adds and modifies certain disclosure requirements for fair value measurements. Among the changes, entities will no longer be required to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, but will be required to disclose the range and weighted average used to develop significant unobservable inputs for Level 3 fair value measurements. ASU No. 2018-13 is effective for interim and annual reporting periods beginning after December 15, 2019; early adoption is permitted. Entities may early adopt any eliminated or modified disclosure requirements and delay adoption of the additional disclosure requirements until their effective date. The Company is currently evaluating the impact of the new guidance on its consolidated financial statements.

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

1. Organization and Significant Accounting Policies (continued)

In August 2018, the FASB issued ASU 2018-12 *Financial Services-Insurance (Topic 944) - Targeted Improvements to the Accounting for Long-Duration Contracts*. This update is aimed at improving the Codification related to long-duration contracts which will improve the timeliness of recognizing changes in the liability for future policy benefits, simplify accounting for certain market-based options, simplify the amortization of deferred acquisition costs, and improve the effectiveness of required disclosures. The amendments require an insurance entity to review and update assumptions used to measure cash flows at least annually and to update discount rate assumption at each reporting date. The amendment requires an insurance entity to measure all market risk benefits associated with deposit contracts at fair value, with change in fair value attributable to change in instrument-specific credit risk recognized in other comprehensive income. Additionally, the amendment will simplify amortization of deferred acquisition costs and other balances amortized in proportion to premiums, gross profits, or gross margins and require those balances be amortized on constant level basis over the expected term of the related contract. Deferred acquisition costs are required to be written off for unexpected contract terminations but are not subject to impairment test. The amendment further requires an insurance entity to add disclosures of disaggregated rollforwards of beginning to ending balances of the liability for future policy benefits, policyholder account balances, market risk benefits, separate account liabilities, and deferred acquisition costs. The insurance entity must also disclose information about significant inputs, judgments, assumptions, and methods used in measurement, including changes in those inputs, judgments, and assumptions, and the effect of those changes on measurement. These updates are originally required to be applied retrospectively to the earliest period presented in the financial statements for periods beginning after December 15, 2020. The FASB recently delayed the effective date of ASU 2018-12 to December 15, 2023 for smaller reporting companies, with early adoption permitted. The Company is currently evaluating the impact of the new guidance on its consolidated financial statements.

2. Investments

Fixed Maturity Securities Available-For-Sale

Investments in fixed maturity securities available-for-sale as of December 31, 2019 and 2018 are summarized as follows:

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
<u>December 31, 2019</u>				
Fixed maturity securities				
Corporate bonds	\$ 7,673,671	\$ 456,779	\$ 40,990	\$ 8,089,460
Total fixed maturity securities	<u>\$ 7,673,671</u>	<u>\$ 456,779</u>	<u>\$ 40,990</u>	<u>\$ 8,089,460</u>
	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
<u>December 31, 2018</u>				
Fixed maturity securities				
Corporate bonds	\$ 6,828,467	\$ 25,916	\$ 189,327	\$ 6,665,056
Total fixed maturity securities	<u>\$ 6,828,467</u>	<u>\$ 25,916</u>	<u>\$ 189,327</u>	<u>\$ 6,665,056</u>

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

2. Investments (continued)

For securities in an unrealized loss position as of the financial statement dates, the estimated fair value, pre-tax gross unrealized loss and number of securities by length of time that those securities have been continuously in an unrealized loss position as of December 31, 2019 and 2018 are summarized as follows:

<u>December 31, 2019</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>	<u>Number of Securities</u>
Fixed maturity securities			
Less than 12 months			
Corporate bonds	\$ 602,772	\$ 8,050	5
Greater than 12 months			
Corporate bonds	366,310	32,940	3
Total fixed maturity securities	<u>\$ 969,082</u>	<u>\$ 40,990</u>	<u>8</u>
<u>December 31, 2018</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>	<u>Number of Securities</u>
Fixed maturity securities			
Less than 12 months			
Corporate bonds	\$ 4,321,663	\$ 170,332	36
Greater than 12 months			
Corporate bonds	82,500	18,995	1
Total fixed maturity securities	<u>\$ 4,404,163</u>	<u>\$ 189,327</u>	<u>37</u>

As of December 31, 2019, seven of the eight fixed maturity securities in a loss position had a fair value to amortized cost ratio greater than 97%. As of December 31, 2018, 33 of the 37 fixed maturity securities in a loss position had a fair value to amortized cost ratio equal to or greater than 90%. The one fixed security that was below 97% at December 31, 2019 was at 72%. The five securities in a less than 12-month loss position had an average fair value to amortized cost ratio of over 98%. The two of the three securities in a loss position greater than 12-months had a fair value to amortized cost ratio of over 98% of December 31, 2019. The remaining security mentioned just above had a fair value to amortized cost ratio of over 72%. Two fixed maturity securities with a par value of \$250,000 are below investment grade as rated by Standard and Poor's as of December 31, 2019 and December 31, 2018.

The Company's decision to record an impairment loss is primarily based on whether the security's fair value is likely to remain significantly below its book value based on all of the factors considered. Factors that are considered include the length of time the security's fair value has been below its carrying amount, the severity of the decline in value, the credit worthiness of the issuer and the coupon and/or dividend payment history of the issuer. The Company also assesses whether it intends to sell or whether it is more likely than not that it may be required to sell the security prior to its recovery in value.

For any fixed maturity securities that are other-than-temporarily impaired, the Company determines the portion of the other-than-temporary impairment that is credit-related and the portion that is related to other factors. The credit-related portion is the difference between the expected future cash flows and the amortized cost basis of the fixed maturity security and that difference is charged to earnings. The non-credit-related portion representing the remaining difference to fair value is recognized in other comprehensive income (loss).

Only in the case of a credit-related impairment where management has the intent to sell the security, or it is more likely than not that it will be required to sell the security before recovery of its cost basis, is a fixed maturity security adjusted to fair value and the resulting losses recognized in realized gains (losses) in the consolidated statements of operations. Any other-than-temporary impairments on equity securities are recorded in the consolidated statements of operations in the periods incurred as the difference between fair value and cost.

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

2. Investments (continued)

Based on management's review, the Company experienced no other-than-temporary impairments during the years ended December 31, 2019 and 2018.

Management believes that the Company will fully recover its cost basis in the securities held as of December 31, 2019, and management does not have the intent to sell nor is it more likely than not that the Company will be required to sell such securities until they recover or mature. The temporary impairments shown herein are primarily the result of the current interest rate environment rather than credit factors that would imply other-than-temporary impairment.

Net unrealized gains included in accumulated other comprehensive income (loss) for investments classified as available-for-sale are summarized as follows:

	December 31, 2019	December 31, 2018
Unrealized appreciation (depreciation) on available-for-sale securities	\$ 415,789	\$ (163,411)
Adjustment to deferred acquisition costs	(1,009)	630
Deferred taxes	(87,104)	-
Net unrealized appreciation (depreciation) on available-for-sale securities	<u>\$ 327,676</u>	<u>\$ (162,781)</u>

The amortized cost and fair value of fixed maturity available-for-sale securities as of December 31, 2019, by contractual maturity, are summarized as follows:

	Amortized Cost	Fair Value
Due after one year through five years	\$ 2,614,046	\$ 2,719,666
Due after five years through ten years	3,337,986	3,569,650
Due after ten years	1,721,639	1,800,144
Total fixed maturity securities	<u>\$ 7,673,671</u>	<u>\$ 8,089,460</u>

The amortized cost and fair value of other long-term investments (which consists of lottery prize cash flows) as of December 31, 2019, by contractual maturity, are summarized as follows:

	Amortized Cost	Fair Value
Due in one year or less	\$ 339,589	\$ 350,347
Due after one year through five years	1,245,147	1,423,428
Due after five years through ten years	359,316	480,686
Due after ten years	22,295	36,091
Total other long-term investments	<u>\$ 1,966,347</u>	<u>\$ 2,290,552</u>

Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

2. Investments (continued)

Other long-term investments by geographic distribution:

	December 31, 2019	%	December 31, 2018	%
California	\$ 137,888	7.0%	\$ -	0.0%
Indiana	209,829	10.7	-	0.0
Massachusetts	408,037	20.8	176,490	39.3
New York	692,016	35.2	272,971	60.7
Ohio	161,073	8.2	-	0.0
Oregon	140,304	7.1	-	0.0
Pennsylvania	217,200	11.0	-	0.0
Total	<u>\$ 1,966,347</u>	<u>100.0%</u>	<u>\$ 449,461</u>	<u>100.0%</u>

Mortgage Loan on Real Estate

The Company utilizes the ratio of the carrying value of individual mortgage loans compared to the individual appraisal value to evaluate the credit quality of its mortgage loans on real estate (commonly referred to as the loan-to-value ratio). The Company's mortgage loans on real estate by credit quality using this ratio as of December 31, 2019 and 2018 are summarized as follows:

	December 31, 2019	December 31, 2018
Over 90%	\$ 96,480	\$ -
80% to 90%	145,388	-
70% to 80%	184,168	75,947
60% to 70%	1,548,486	573,506
50% to 60%	824,354	677,169
40% to 50%	109,665	118,408
Total	<u>\$ 2,908,541</u>	<u>\$ 1,445,030</u>

Mortgage loans by geographic distribution:

State	December 31, 2019	%	December 31, 2018	%
Alabama	\$ 145,389	5.0%	\$ -	0.0%
Florida	228,529	7.9	229,785	15.9
Illinois	782,437	26.9	118,408	8.2
Indiana	53,808	1.9	-	0.0
Missouri	55,857	1.9	-	0.0
Tennessee	780,840	26.8	875,895	60.6
Texas	715,931	24.6	220,942	15.3
Wisconsin	145,750	5.0	-	0.0
Total	<u>\$ 2,908,541</u>	<u>100.0%</u>	<u>\$ 1,445,030</u>	<u>100.0%</u>

There were 8 loans with a remaining principal balance of \$698,090 that were 90 days or more past due and still accruing interest as of December 31, 2019. There were no loans 90 days or more past due as of December 31, 2018.

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

2. Investments (continued)

Major categories of net investment income for the years ended December 31, 2019 and 2018 are summarized as follows:

	For the Years Ended December 31,	
	2019	2018
Fixed maturity securities	\$ 305,782	\$ 205,466
Other long-term assets	124,328	23,279
Mortgage loans	142,409	25,400
Short-term and other investments	167,800	113,672
Gross investment income	740,319	367,817
Investment expenses	(47,693)	(19,553)
Net investment income	<u>\$ 692,626</u>	<u>\$ 348,264</u>

3. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) on the measurement date. The Company also considers the impact on fair value of a significant decrease in volume and level of activity for an asset or liability when compared with normal activity.

The Company holds fixed maturity securities that are measured and reported at fair market value on the statement of financial position. The Company determines the fair market values of its financial instruments based on the fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value, as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities. The Company has no Level 1 assets that would include securities traded in an active exchange market.

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. The Company's Level 2 assets and liabilities include fixed maturity securities with quoted prices that are traded less frequently than exchange-traded instruments or assets and liabilities whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data. This category generally includes U.S. Government and agency mortgage-backed debt securities and corporate debt securities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. This category generally includes investments where independent pricing information was not able to be obtained for a significant portion of the underlying assets.

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

3. Fair Value Measurements (continued)

The Company has categorized its financial instruments, based on the priority of the inputs to the valuation technique, into the three-level fair value hierarchy. If the inputs used to measure the financial instruments fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument. A review of fair value hierarchy classifications is conducted on a quarterly basis. Changes in the valuation inputs, or their ability to be observed, may result in a reclassification for certain financial assets or liabilities. Reclassifications impacting the levels of the fair value hierarchy are reported as transfers in and out of the specific level category as of the beginning of the period in which the reclassifications occur.

The Company's fair value hierarchy for those financial instruments measured at fair value on a recurring basis as of December 31, 2019 and 2018 is summarized as follows:

<u>December 31, 2019</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Fixed maturity securities, available-for-sale				
Corporate bonds	\$ -	\$ 8,089,460	\$ -	\$ 8,089,460
Total fixed maturity securities	<u>\$ -</u>	<u>\$ 8,089,460</u>	<u>\$ -</u>	<u>\$ 8,089,460</u>
<u>December 31, 2018</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Fixed maturity securities, available-for-sale				
Corporate bonds	\$ -	\$ 6,665,056	\$ -	\$ 6,665,056
Total fixed maturity securities	<u>\$ -</u>	<u>\$ 6,665,056</u>	<u>\$ -</u>	<u>\$ 6,665,056</u>

Fair values for Level 2 assets for the Company's fixed maturity securities available-for-sale are primarily based on prices supplied by a third-party investment service. The third-party investment service provides quoted prices which use observable inputs in developing such rates.

The Company analyzes market valuations received to verify reasonableness and to understand the key assumptions used and the sources. Since the fixed maturity securities owned by the Company do not trade on a daily basis, the third-party investment service prepares estimates of fair value measurements using relevant market data, benchmark curves, sector groupings, and matrix pricing. As the fair value estimates of the Company's fixed maturity securities are based on observable market information rather than market quotes, the estimates of fair value on these fixed maturity securities are included in Level 2 of the hierarchy. The Company's Level 2 investments include corporate bonds.

The Company's fixed maturity securities available-for-sale portfolio is highly liquid and allows for a high percentage of the portfolio to be priced through pricing services.

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

3. Fair Value Measurements (continued)

Fair Value of Financial Instruments

The carrying amount and fair value of the Company's financial assets disclosed, but not carried, at fair value as of December 31, 2019 and 2018 and the level within the fair value hierarchy at which such assets and liabilities are measured on a recurring basis are summarized as follows:

Financial Instruments Disclosed, But Not Carried, at Fair Value:

	December 31, 2019				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial assets					
Cash and cash equivalents	\$ 15,208,477	\$ 15,208,477	\$ 15,208,477	\$ -	\$ -
Mortgages on real estate	2,908,541	2,851,527	-	-	2,851,527
Other long-term investments	1,966,347	2,290,552	-	-	2,290,552
Accrued investment income	111,889	111,889	-	-	111,889
Advances and notes receivable	134,560	134,560	-	-	134,560
Total financial assets	\$ 20,329,814	\$ 20,597,005	\$ 15,208,477	\$ -	\$ 5,388,528
Financial liabilities					
Policyholders' account balances	\$ 18,440,872	\$ 15,893,600	\$ -	\$ -	\$ 15,893,600
Policy claims	59,693	59,693	-	-	59,693
Total financial liabilities	\$ 18,500,565	\$ 15,953,293	\$ -	\$ -	\$ 15,953,293
December 31, 2018					
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial assets					
Cash and cash equivalents	\$ 6,511,652	\$ 6,511,652	\$ 6,511,652	\$ -	\$ -
Mortgages on real estate	1,445,030	1,457,196	-	-	1,457,196
Other long-term investments	449,461	539,544	-	-	539,544
Accrued investment income	76,668	76,668	-	-	76,668
Advances and notes receivable	14,360	14,360	-	-	14,360
Total financial assets	\$ 8,497,171	\$ 8,599,420	\$ 6,511,652	\$ -	\$ 2,087,768
Financial liabilities					
Policyholders' account balances	\$ 3,165,519	\$ 2,375,631	\$ -	\$ -	\$ 2,375,631
Policy claims	28,306	28,306	-	-	28,306
Total financial liabilities	\$ 3,193,825	\$ 2,403,937	\$ -	\$ -	\$ 2,403,937

The estimated fair value amounts have been determined using available market information and appropriate valuation methodologies. However, considerable judgment was required to interpret market data to develop these estimates. Accordingly, the estimates are not necessarily indicative of the amounts which could be realized in a current market exchange. The use of different market assumptions or estimation methodologies may have a material effect on the fair value amounts.

The following methods and assumptions were used in estimating the fair value disclosures for financial instruments in the accompanying financial statements and notes thereto:

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

3. Fair Value Measurements (continued)

Fixed Maturity Securities

The fair values of fixed maturity securities are based on the principles previously discussed as Level 1, Level 2 and Level 3.

Cash and Cash Equivalents, Accrued Investment Income and Advances and Notes Receivable

The carrying value of these financial instruments approximates their fair values due to the expected short-term nature until the cash settlement of these items. Cash and cash equivalents are included in Level 1 of the fair value hierarchy due to their highly liquid nature. Accrued investment income and advances and notes receivable are included in Level 3 of the fair value hierarchy due to little or no availability of market activity for these types of assets.

Mortgages on Real Estate

The Company's mortgage loan portfolio is comprised of residential properties with loan to appraised value ratios at or below 90%. The fair values for mortgage loans are estimated using discounted cash flow analyses. For residential mortgage loans, the discount rate used was indexed to the LIBOR yield curve adjusted for an appropriate credit spread.

Other Long-Term Investments

Other long-term investments are comprised of lottery prize receivables and fair value is derived by using a discounted cash flow approach. Projected cash flows are discounted using the average FTSE Pension Liability Index in effect at the end of each period.

Policyholders' Account Balances

The fair value for liabilities under investment-type insurance contracts (accumulation annuities) is calculated using a discounted cash flow approach. Cash flows are projected using actuarial assumptions and discounted to the valuation date using risk-free rates adjusted for credit risk and the nonperformance risk of the liabilities.

The fair values for insurance contracts other than investment-type contracts are not required to be disclosed.

Policy Claims

The carrying amounts reported for these liabilities approximate their fair value.

4. Property and Equipment

Property and equipment as of December 31, 2019 and 2018 is summarized as follows:

	December 31, 2019	December 31, 2018
Total property and equipment	\$ 60,372	\$ 55,339
Less - accumulated depreciation	(33,532)	(21,129)
Property and equipment net of accumulated depreciation	<u>\$ 26,840</u>	<u>\$ 34,210</u>

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

5. Income Taxes

The Company files a consolidated return with its subsidiary TRLS. The Company's other subsidiary TRLIC files a separate federal return for life insurance companies. TRLIC is taxed as a life insurance company under the provisions of the Internal Revenue Code. Life insurance companies must file separate tax returns until they have been a member of the consolidated filing group for five years. Certain items included in income reported for financial statement purposes are not included in taxable income for the current period, resulting in deferred income taxes.

The Company has net operating loss carryforwards of approximately \$3.6 million expiring in 2032 through 2037. The company also has \$500,560 of loss carryforwards from 2019 and 2018 that will not expire. A valuation allowance of \$858,345 has been established for net operating losses arising from 2012 through 2019 since the Company has not demonstrated the ability to generate taxable income. As of December 31, 2019, TRLIC has \$2,248,756 in operating loss carryforwards that have originated since 2016. In accordance with the Tax Cuts and Jobs Act of 2017, \$588,407 of the operating loss carryforwards were generated prior to 1/1/18 and will expire in 2031 and 2032. Additionally, TRLIC has loss carryforwards of \$1,660,349 from 2019 and 2018 which will not expire. TRLIC's operating loss carryforwards has a valuation allowance of \$472,239 against it at December 31, 2019, as TRLIC has not yet demonstrated the ability to generate taxable income. The utilization of those losses is restricted by the tax laws and some or all the losses may not be available for use.

The Company and its subsidiaries have no known uncertain tax benefits within its provision for income taxes. In addition, the Company does not believe it would be subject to any penalties or interest relative to any open tax years and, therefore, have not accrued any such amounts. The Company files U.S. federal income tax returns and income tax returns in various state jurisdictions. The 2016 through 2018 U.S. federal tax years are subject to income tax examination by tax authorities. The Company classifies any interest and penalties (if applicable) as income tax expense in the financial statements.

6. Concentrations of Credit Risk

The Company maintains cash and cash equivalents at multiple institutions. The Federal Deposit Insurance Corporation insures non-interest-bearing accounts up to \$250,000. Uninsured balances aggregate \$2,312,416 as of December 31, 2019. The Company monitors the solvency of all financial institutions in which it has funds to minimize the exposure for loss. The Company has not experienced any losses in these accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

7. Stock Incentive Plan

The Company's Agent Stock Incentive Plan ("ASIP") was approved in August 2018 by the Texas State Securities Board. The plan awards shares of Texas Republic Capital Corporation common stock to agents based on certain production levels achieved in sales of life and annuity products. Calculation of awards at December 31, 2019 are based on production for the period of January through December 2019. The ASIP will issue 5,060 shares awarded on 2019 production. The ASIP issued 1,490 shares in 2019 based on 2018 production. Also, in 2019 the Company issued 10,000 shares as part of an employment agreement.

Texas Republic Capital Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

8. Lease Commitment

The Company rents office space for certain administrative operations under an agreement that expires in 2022. The lease includes an option to extend or renew the lease term. The operating lease liability includes lease payments related to options to extend or renew the lease term only if the Company is reasonably certain of exercising those options. The exercise of the renewal option is at the Company's discretion; at this time there is uncertainty as to the Company exercising its renewal option so the option is not included in the determination of the present value calculation. In determining the present value of lease payments, the Company uses its incremental borrowing rate obtained from its main commercial bank.

Future payments under operating lease arrangements accounted for under ASC Topic 842 as of December 31, 2019 are as follows:

2020	91,896
2021	93,593
2022	95,006
Total operating lease payments, undiscounted	\$ 280,495
Less: interest	(32,197)
Lease liability, at present value	\$ 248,298

9. Shareholders' Equity and Statutory Accounting Practices

TRLIC is domiciled in Texas and prepares its statutory financial statements in accordance with statutory accounting practices prescribed or permitted by the TDI. Prescribed statutory accounting practices include publications of the National Association of Insurance Commissioners, state laws, regulations, and general administrative rules. Permitted statutory accounting practices encompass all accounting practices not so prescribed. Statutory accounting practices primarily differ from U.S. GAAP by charging policy acquisition costs to expense as incurred, establishing future policy benefit liabilities using different actuarial assumptions and valuing investments, deferred taxes, and certain assets on a different basis.

The statutory net loss for TRLIC was \$2,193,318 and \$897,619 for the years ended December 31, 2019 and 2018, respectively. The statutory capital and surplus of TRLIC was \$4,043,328 and \$4,201,803 as of December 31, 2019 and 2018, respectively.

TRLIC is subject to Texas laws that limit the amount of dividends insurance companies can pay to stockholders without approval of the TDI. The maximum dividend, which may be paid in any twelve-month period without notification or approval, is limited to the greater of 10% of statutory surplus as of December 31 of the preceding year or the net gain from operations of the preceding calendar year. Cash dividends may only be paid out of surplus derived from realized net profits. Based on these limitations, there is no capacity for TRLIC to pay a dividend to TRCC.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures. (This report shall not be deemed to be filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section).

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer (“Certifying Officers”), has evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities and Exchange Act of 1934 as amended (“Exchange Act”) as of the end of the fiscal period covered by this Annual Report on Form 10-K. Based upon such evaluation, the Certifying Officers have concluded that the Company’s disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is made known to management, including our Certifying Officers, as appropriate, to allow timely decisions regarding disclosure and that such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms.

In designing and evaluating our disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operating, can provide only reasonable assurance of achieving the desired control objectives, and our management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Management’s Report on Internal Control over Financial Reporting

The Company’s management is responsible for establishing and maintaining adequate internal control over financial reporting. As of the end of the period covered by this annual report, the Company carried out an evaluation, under the supervision and with the participation of the Company’s management, including the Certifying Officers, of the effectiveness of the design and operation of the Company’s internal controls over financial reporting as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. The standard measures adopted by management in making its evaluation are the measures in the *Internal-Control Integrated Framework (2013)* published by the Committee of Sponsoring Organizations of the Treadway Commission. Based upon such evaluation, management has determined that internal control over financial reporting was effective as of December 31, 2019.

This annual report does not include an attestation report of the Company’s registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to the attestation by the Company’s registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management’s report in this annual report.

Limitations on the Effectiveness of Controls

The Company’s management, including the Certifying Officers, does not expect that the disclosure controls and internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management or board override of the control.

The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes to Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the year ended December 31, 2019 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

None

Part III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this Item is incorporated by reference from the Company's proxy statement for the 2020 annual meeting of shareholders to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934.

Item 11. Executive Compensation

The information required by this Item is incorporated by reference from the Company's proxy statement for the 2020 annual meeting of shareholders to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item is incorporated by reference from the Company's proxy statement for the 2020 annual meeting of shareholders to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item is incorporated by reference from the Company's proxy statement for the 2020 annual meeting of shareholders to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934.

Item 14. Principal Accounting Fees and Services

The information required by this Item is incorporated by reference from the Company's proxy statement for the 2020 annual meeting of shareholders to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934.

Item 15. Exhibits

Exhibit Number	Description of Exhibit
3.1	Certificate of Formation
3.2	Bylaws
10.1	Lease Agreement – October 1, 2014 – September 30, 2017
10.2	Mortgage Loan Consulting Agreement between the Company and First Trinity Financial Corporation
10.3	Mortgage Loan Purchase Agreement between the Company and First Trinity Financial Corporation
10.4	Mortgage Loan Repurchase Guarantee Agreement between the Company and First Trinity Financial Corporation
10.5	Administrative Services Agreement between the Company and First Trinity Financial Corporation
21.1*	Subsidiaries of Registrant
24.1*	Powers of Attorney (included in the signature pages hereto and incorporated herein by reference).
31.1*	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer.
31.2*	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer.
32.1*	Section 1350 Certification of Principal Executive Officer.
32.2*	Section 1350 Certification of Principal Financial Officer.
101.INS**	XBRL Instance
101.SCH**	XBRL Taxonomy Extension Schema
101.CAL**	XBRL Taxonomy Extension Calculation
101.DEF**	XBRL Taxonomy Extension Definition
101.LAB**	XBRL Taxonomy Extension Labels
101.PRE**	XBRL Taxonomy Extension Presentation

* Filed herewith

** XBRL Information is furnished and not filed as part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TEXAS REPUBLIC CAPITAL CORPORATION

Date March 27, 2020

By: /s/ Timothy R. Miller
Timothy R. Miller
President and Chief Executive Officer

In accordance with Section 13 or 15(d) of the Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TEXAS REPUBLIC CAPITAL CORPORATION

Date March 27, 2020

By: /s/ Thomas F. Kopetic
Thomas F. Kopetic
Chief Financial Officer

SIGNATURES

In accordance with the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By	<u>/s/ Timothy R. Miller</u> Timothy R. Miller President and Chief Executive Officer	Date	<u>March 27, 2020</u>
By	<u>/s/ William S. Lay</u> William S. Lay Secretary and Treasurer	Date	<u>March 27, 2020</u>
By	<u>/s/ Charles R. Bailey</u> Charles R. Bailey, Director	Date	<u>March 27, 2020</u>
By	<u>/s/ Steven D. Braley</u> Steven D. Braley, Director	Date	<u>March 27, 2020</u>
By	<u>/s/ David L. Cleavinger</u> David L. Cleavinger, Director	Date	<u>March 27, 2020</u>
By	<u>/s/ Kenneth R. Davis</u> Kenneth R. Davis, Director	Date	<u>March 27, 2020</u>
By	<u>/s/ J. Pete Laney</u> J. Pete Laney, Director	Date	<u>March 27, 2020</u>
By	<u>/s/ Adrian G. McDonald Jr.</u> Adrian G. McDonald Jr., Director	Date	<u>March 27, 2020</u>
By	<u>/s/ Alvie J. Mitchell Jr.</u> Alvie J. Mitchell Jr., Director	Date	<u>March 27, 2020</u>
By	<u>/s/ Vernon R. Woelke</u> Vernon R. Woelke, Director	Date	<u>March 27, 2020</u>
By	<u>/s/ Gregg E. Zahn</u> Gregg E. Zahn, Director	Date	<u>March 27, 2020</u>

**SUBSIDIARIES OF TEXAS REPUBLIC CAPITAL CORPORATION
A TEXAS CORPORATION**

Company Name	State of Incorporation	Ownership
Texas Republic Life Insurance Company	Texas	100% Direct
Texas Republic Life Solutions	Texas	100% Direct

CERTIFICATION

I, Timothy R. Miller, Chief Executive Officer, certify that:

1. I have reviewed this annual report on Form 10-K, for the year ended December 31, 2019, of Texas Republic Capital Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant, and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter, the registrant's fourth quarter in the case of an annual report, that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 27, 2020

By: /s/ Timothy R. Miller
Timothy R. Miller, President and Chief Executive Officer

CERTIFICATION

I, Thomas F. Kopetic, Chief Financial Officer, certify that:

1. I have reviewed this annual report on Form 10-K, for the year ended December 31, 2019, of Texas Republic Capital Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant, and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter, the registrant's fourth quarter in the case of an annual report, that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 27, 2020

By: /s/ Thomas F. Kopetic
Thomas F. Kopetic, Chief Financial Officer

EXHIBIT NO. 32.1

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. ss. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Texas Republic Capital Corporation, a Texas corporation (the "Company"), hereby certifies that:

To my knowledge, the Annual Report on Form 10-K of the Company for the year ended December 31, 2019 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 27, 2020

By: /s/ Timothy R. Miller
Timothy R. Miller, President and Chief Executive Officer

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. ss. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Texas Republic Capital Corporation, a Texas corporation (the "Company"), hereby certifies that:

To my knowledge, the Annual Report on Form 10-K of the Company for the year ended December 31, 2019 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 27, 2020

By: /s/ Thomas F. Kopetic
Thomas F. Kopetic, Chief Financial Officer