Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 240(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)), and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners’ Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Mike McCain
Name of the Holding Company Director and Official
Vice President
Title of the Holding Company Director and Official

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board’s “Rules Regarding Availability of Information,” 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official
07/05/2016
Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:
☑ is included with the FR Y-6 report
☐ will be sent under separate cover
☒ is not prepared

For Federal Reserve Bank Use Only

R USSD ID 1133428
C.I. 

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015

Monthly / Day / Year
N/A

Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter’s Name, Street, and Mailing Address
Quinlan Bancshares, Inc.
5700 Legacy Drive, Suite 10
Plano, TX 75024

City State Zip Code

Physical Location (if different from mailing address)
same

Person to whom questions about this report should be directed:
Mike McCain
Name
Vice President
Title

972-673-4081
Area Code / Phone Number / Extension
972-673-4069
Area Code / FAX Number
mikemccain@bmkbnk.com
E-mail Address
N/A
Address (URL) for the Holding Company’s web page

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
☐ No

☐ in accordance with the instructions on pages GEN 2 and 3, a letter justifying the request is being provided.
☐ The information for which confidential treatment is sought is being submitted separately labeled “Confidential.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets. NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
REPORT ITEM 2:

Quinlan Bancshares, Inc
Plano, Texas 75024
Incorporated in State of Texas

Quinlan Statutory Trust I
Plano, Texas 75024
100%
Organized in State of Texas

Benchmark Bank
Plano, Texas 75024
100%
Incorporated in State of Texas

Benchmark Title, LLC
Plano, Texas 75024
100%
Organized - State of Texas
Benchmark - managing member

Stratford Mortgage Corp
Plano, Texas 75024
100%
Incorporated in State of Texas

Benchmark Leasing, Inc
Plano, Texas 75024
100%
Incorporated in State of Texas
INACTIVE

Affiliated Mortgage Corp
Plano, Texas 75024
100%
Incorporated in State of Nevada

4875 Preston Partners LLC
Plano, Texas 75024
Benchmark Title - managing member
Organized in State of Texas

BMB Auto, LLC
Dallas, Texas 75244
Benchmark Bank - managing member
Organized - State of Texas

Benchmark Private Wealth Management LLC
Dallas, Texas 75205
Benchmark Bank - managing member
Organized - State of Texas

* None of the entities in organization have LEI.
### Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name &amp; Address (City, State, Country)</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Michael A. Barnett</td>
<td>USA</td>
<td>9,681 shares 27.01%</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dallas, Texas USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Susan T. Barnett</td>
<td>USA</td>
<td>1,312 shares 3.66%</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Dallas, Texas USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Megan Barnett Filgo</td>
<td>USA</td>
<td>11,022 shares 30.76%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dallas, Texas USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Michael C. Barnett</td>
<td>USA</td>
<td>11,022 shares 30.76%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dallas, Texas USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Quinlan Bancshares, Inc
5700 Legacy Dr., Suite 10
Plano, Texas 75024

REPORT ITEM 1:

1.a: none
1.b: See Attachments

REPORT ITEM 2:

2.a: See Attachments
2.b: Benchmark Bank (Head Office) 5700 Legacy Dr Plano, TX 75024 Collin Co
     Park Cities Branch 7019 Hillcrest Av Dallas, TX 75220 Dallas Co
     Dallas - Uptown 2100 McKinney Ave Dallas, TX 75201 Dallas Co
     Austin - MLK & Lamar 1901 N. Lamar Blvd Austin, TX 78705 Travis Co
     Austin 35th Street 3500 Crawford Ave Austin, TX 78703 Travis Co
     The Woodlands 2501 Research Forest Drive, Ste A The Woodlands, TX 77391 Montgomery Co

REPORT ITEM 3:
See Attachments

REPORT ITEM 4:
See Attachments

CONFIRMATION:

[Signature]

Mike McCam, Vice President
REPORT ITEM 4:
Quinlan Bancshares, Inc.

Michael A. Barnett
Dallas, Texas
Occupation: Businessman

Chairman, Pres & Dir
Quinlan Bancshares, Inc 27.01%
Chairman & Director
Benchmark Bank 0.00%
Chairman & Director
Barnett Interest 100.00%
President
Texas Benchmark Inn Management Co 50.00%

Limited Partner
Dry Creek Ranch, Ltd 55.00%
Limited Partner
Barnett Family Partnership LTD 34.50%
Limited Partner
Barnett Stables, LC 99.00%
Shareholder
Barnett Lane Investments Inc 100.00%
Limited Partner
102 S. Main JV 50.00%
Chairman & Director
Huntington Property Company 50.00%
Limited Partner
Members Asset Holdings, LC 27.14%
Manager
Mortgage Insurance Inc. 33.00%
Chairman & Director
Riverbend Property Company 50.00%
Chairman & Director
S & B Equities, Inc. 37.50%
Limited Partner
S & B Financial, Ltd 44.00%
Limited Partner
FM 407 LTD N/A
Chairman & Director
San Saba Property Company N/A

Susan T. Barnett
Dallas, Texas
Occupation: Housewife

Vice President & Director
Quinlan Bancshares, Inc 3.66%
None
Benchmark Bank 0.00%
Limited Partner
Barnett Family Partnership LTD (BFLP) 34.50%

(Michael A. Barnett's wife - Community Property ownership in companies listed above)

Megan Barnett Filgo
Dallas, Texas
Occupation: Banker

Director
Quinlan Bancshares, Inc 30.76%
None
Benchmark Bank 0.00%
Limited Partner
Members Asset Holdings, LC 30.76%
Limited Partner
Filgo Barnett LC 50.00%

Michael C. Barnett
Dallas, Texas
Occupation: Attorney

Director
Quinlan Bancshares, Inc 30.76%
None
Benchmark Bank 0.00%
Limited Partner
Members Asset Holdings, LC 30.76%
Limited Partner
Filgo Barnett LC 50.00%

Michael R. McCain
Plano, Texas
Occupation: Businessman

V.P., Treas, Secr & Director
Quinlan Bancshares, Inc 1.44%
Director
Benchmark Bank 0.00%
Managing Partner
MMM Partners JV 40.00%
Exce Vice President
San Saba Property Company 26.00%
Limited Partner
BLI Lufkin, Ltd N/A
Limited Partner
Members Asset Holdings, LC N/A
Limited Partner
Parkwood Development, Ltd N/A
Manager
P.D. Advisors II, LLC N/A
Manager
P.D. Advisors, LLC N/A
Limited Partner
Quaker Partners, Ltd N/A
Exce Vice President
Riverbend Property Company N/A
Exce Vice President
Huntington Property Company N/A
**REPORT ITEM 1:**

Quinlan Bancshares, Inc  
5700 Legacy Dr., Suite 10  
Plano, Texas 75024  
Balance Sheet

## ASSETS

<table>
<thead>
<tr>
<th>Description</th>
<th>2014</th>
<th>2015</th>
<th>Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash &amp; Due From Bank</td>
<td>280,281.54</td>
<td>1,655,721.18</td>
<td>1,375,439.64</td>
</tr>
<tr>
<td>Investment - Benchmark Bank</td>
<td>42,524,951.44</td>
<td>46,581,356.03</td>
<td>4,056,404.59</td>
</tr>
<tr>
<td>Investment - Quinlan Statutory Trust I</td>
<td>93,000.00</td>
<td>93,000.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Other Assets</td>
<td>35,919.78</td>
<td>35,919.78</td>
<td>0.00</td>
</tr>
<tr>
<td>Amortization-Other Assets</td>
<td>(35,919.78)</td>
<td>(35,919.78)</td>
<td>0.00</td>
</tr>
<tr>
<td>Computer System</td>
<td>8,232.41</td>
<td>8,232.41</td>
<td>0.00</td>
</tr>
<tr>
<td>Accum Deprec - Computer Sys</td>
<td>(8,232.41)</td>
<td>(8,232.41)</td>
<td>0.00</td>
</tr>
<tr>
<td>Long Term Debenture Cost</td>
<td>80,000.00</td>
<td>80,000.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Accum Amort - Debenture Cost</td>
<td>(80,000.00)</td>
<td>(80,000.00)</td>
<td>0.00</td>
</tr>
</tbody>
</table>

**TOTAL ASSETS**  
42,898,232.98  
48,330,077.21  
5,431,844.23

## LIABILITIES & CAPITAL

<table>
<thead>
<tr>
<th>Description</th>
<th>2014</th>
<th>2015</th>
<th>Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Long Term Subordinated Debentures</td>
<td>3,093,000.00</td>
<td>3,093,000.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Long Term Notes</td>
<td>0.00</td>
<td>1,500,000.00</td>
<td>1,500,000.00</td>
</tr>
<tr>
<td>Accrued Interest</td>
<td>0.00</td>
<td>26,465.76</td>
<td>26,465.76</td>
</tr>
<tr>
<td>Common Stock $0.01 Par Value (18,433 Shares)</td>
<td>358.38</td>
<td>358.38</td>
<td>0.00</td>
</tr>
<tr>
<td>Surplus</td>
<td>9,614,380.90</td>
<td>9,614,380.90</td>
<td>0.00</td>
</tr>
<tr>
<td>Accum Other Comprehensive Income</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Treasury Stock</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Retained Earnings</td>
<td>30,190,493.70</td>
<td>34,095,872.17</td>
<td>3,905,378.47</td>
</tr>
</tbody>
</table>

**TOTAL LIABILITIES & SHAREHOLDERS EQUITY**  
42,898,232.98  
48,330,077.21  
5,431,844.23
REPORT ITEM 1:

Quinlan Bancshares, Inc  
5700 Legacy Dr., Suite 10  
Plano, Texas 75024  
Income Statement

<table>
<thead>
<tr>
<th>INCOME</th>
<th>2014</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Distributions- Benchmark Bank</td>
<td>1,350,000.00</td>
<td>1,500,000.00</td>
</tr>
<tr>
<td>Distributions - Quinlan Statutory Trust I</td>
<td>3,004.08</td>
<td>3,048.23</td>
</tr>
<tr>
<td>Other Income</td>
<td>1,607.14</td>
<td>276.47</td>
</tr>
<tr>
<td><strong>Total Income</strong></td>
<td>1,354,611.22</td>
<td>1,503,324.70</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>EXPENSE</th>
<th>2014</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Interest Expense</td>
<td>56,992.19</td>
<td>52,931.52</td>
</tr>
<tr>
<td>Legal Fees</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Misc Expense</td>
<td>96,067.95</td>
<td>101,419.30</td>
</tr>
<tr>
<td><strong>Total Expense</strong></td>
<td>153,060.14</td>
<td>154,350.82</td>
</tr>
</tbody>
</table>

Income before Tax & Undistributed
Income of Subsidiaries

<table>
<thead>
<tr>
<th>Income before Tax &amp; Undistributed</th>
<th>2014</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income of Subsidiaries</td>
<td>1,201,551.08</td>
<td>1,348,973.88</td>
</tr>
</tbody>
</table>

Applicable Income Tax

| Applicable Income Tax              | 0.00          | 0.00          |

Equity in Undistributed
Income(Loss) of Non-Bank Subsidiaries
Income(Loss) of Holding Co Subsidiaries

<table>
<thead>
<tr>
<th>Equity in Undistributed</th>
<th>2014</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income(Loss) of Non-Bank Subsidiaries</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Income(Loss) of Holding Co Subsidiaries</td>
<td>1,184,167.40</td>
<td>2,556,404.59</td>
</tr>
</tbody>
</table>

**NET INCOME**

| NET INCOME                          | 2,385,718.48  | 3,905,378.47  |
REPORT ITEM 1:

Quinlan Bancshares, Inc  
5700 Legacy Dr., Suite 10  
Plano, Texas 75024

<table>
<thead>
<tr>
<th></th>
<th>2014</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>BEGINNING CASH BALANCE</strong></td>
<td>1,627,572.15</td>
<td>280,281.54</td>
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<tr>
<td><strong>Sources of Funds</strong></td>
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</tr>
<tr>
<td>Cash Distribution Benchmark Bank</td>
<td>1,350,000.00</td>
<td>1,500,000.00</td>
</tr>
<tr>
<td>Cash Distribution Benchmark Holdings</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Cash Distribution Non Bank Subsidiaries</td>
<td>3,004.08</td>
<td>3,048.23</td>
</tr>
<tr>
<td>Sell Quinlan Bancshares Stock</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Sell Treasury Stock</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Issue Long Term Notes</td>
<td>0.00</td>
<td>1,500,000.00</td>
</tr>
<tr>
<td>Account Receivable - received</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Other Investments</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Accrued Interest</td>
<td>0.00</td>
<td>26,465.76</td>
</tr>
<tr>
<td>Misc Income</td>
<td>1,607.14</td>
<td>276.47</td>
</tr>
<tr>
<td><strong>Total Funds Available</strong></td>
<td>1,354,611.22</td>
<td>3,029,790.46</td>
</tr>
<tr>
<td><strong>Uses of Funds</strong></td>
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<td></td>
</tr>
<tr>
<td>Income Tax Paid</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Other Taxes Paid</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Long Term Debenture Cost</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Long Term Notes Payments</td>
<td>2,000,000.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Dividends Paid</td>
<td>500,000.02</td>
<td>0.00</td>
</tr>
<tr>
<td>Interest Paid</td>
<td>101,992.19</td>
<td>52,931.52</td>
</tr>
<tr>
<td>Capital Injection in Benchmark Holdings Inc</td>
<td>0.00</td>
<td>1,500,000.00</td>
</tr>
<tr>
<td>Capital Injection in Quinlan Statutory Trust</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Other Assets</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Purchase Treasury Stock</td>
<td>0.00</td>
<td>0.00</td>
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<tr>
<td>Misc Expense</td>
<td>99,909.62</td>
<td>101,419.30</td>
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<tr>
<td><strong>Total Used Funds</strong></td>
<td>2,701,901.83</td>
<td>1,654,350.82</td>
</tr>
<tr>
<td><strong>Cash Increase (Decrease)</strong></td>
<td>(1,347,290.61)</td>
<td>1,375,439.64</td>
</tr>
<tr>
<td><strong>ENDING CASH BALANCE</strong></td>
<td>280,281.54</td>
<td>1,655,721.18</td>
</tr>
</tbody>
</table>
REPORT ITEM 1:

Quinlan Bancshares, Inc  
5700 Legacy Dr., Suite 10  
Plano, Texas 75024

<table>
<thead>
<tr>
<th>STOCKHOLDERS EQUITY</th>
<th>2014</th>
<th>2015</th>
<th>Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock $0.01 Par Value</td>
<td>358.38</td>
<td>358.38</td>
<td>0.00</td>
</tr>
<tr>
<td>Surplus</td>
<td>9,614,380.90</td>
<td>9,614,380.90</td>
<td>0.00</td>
</tr>
<tr>
<td>Treasury Stock</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Accum Other Comprehensive Income</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Retained Earnings</td>
<td>30,190,493.70</td>
<td>34,095,872.17</td>
<td>3,905,378.47</td>
</tr>
<tr>
<td></td>
<td>39,805,232.98</td>
<td>43,710,611.45</td>
<td>3,905,378.47</td>
</tr>
</tbody>
</table>