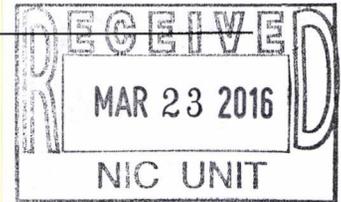


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



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. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

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, Roy Richard, Jr.
 Name of the Holding Company Director and Official
 Chairman of the Board
 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.

[Handwritten Signature]
 Signature of Holding Company Director and Official
 3-21-16

Date of Signature

For holding companies *not* registered with the SEC—
 Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 1105443
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2015

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Schertz Bancshares Corporation

Legal Title of Holding Company

P.O. Box 800

(Mailing Address of the Holding Company) Street / P.O. Box

Schertz TX 78154
 City State Zip Code

519 Main Street, Schertz, TX 78154

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Mark Sunderman Secretary / Treasurer

Name Title

210-945-7400

Area Code / Phone Number / Extension

210-945-7424

Area Code / FAX Number

MSunderman@SchertzBank.com

E-mail Address

www.schertzbank.com

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

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

No

AMENDED
JUL 07 2015

Exhibit A

Schertz Bancshares Corporation
Organizational Chart
December 31, 2015

Schertz Bancshares Corporation
Schertz, TX
Incorporated in Texas

100% ownership

Schertz Bank & Trust
Schertz, Texas
(Bank Subsidiary)
Incorporated in Texas

Note: No LEI is available for any entity.

Results: A list of branches for your depository institution: SCHERTZ BANK & TRUST (ID_RSSD: 583268). This depository institution is held by SCHERTZ BANCSHARES CORPORATION (1105443) of SCHERTZ, TX. The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	583268	SCHERTZ BANK & TRUST	519 MAIN STREET	SCHERTZ	TX	78154	GUADALUPE	UNITED STATES	6623	0	SCHERTZ BANK & TRUST	583268	
OK		Full Service	1412011	KIRBY BANK BRANCH	5020 FM 78	KIRBY	TX	78219	BEXAR	UNITED STATES	14648	1	SCHERTZ BANK & TRUST	583268	
OK		Full Service	3913044	SAN MARCOS BRANCH	1917 DUTTON DRIVE, SUITE 205	SAN MARCOS	TX	78666	HAYS	UNITED STATES	487491	4	SCHERTZ BANK & TRUST	583268	
OK		Full Service	2799139	JH 35 BRANCH	16852 HIGHWAY 35 NORTH	SCHERTZ	TX	78154	GUADALUPE	UNITED STATES	222298	2	SCHERTZ BANK & TRUST	583268	
OK		Full Service	3453812	SEGUIN BRANCH	203 N HWY 123 BYPASS	SEGUIN	TX	78155-51	GUADALUPE	UNITED STATES	453947	3	SCHERTZ BANK & TRUST	583268	

Schertz Bancshares Corporation

Report Item 3 (1) - 5% Shareholders at year-end December 31, 2015

Name	City, State, Country	Citizenship	Voting Common Shares Owned / Controlled	Percentage of Total
Roy W. Richard, Jr.	Schertz, TX, USA	USA	31,379	73.66%

Report Item 3 (2) – other 5% Shareholders during year - NONE

AMENDED
A JUL 07 2016 **D**

Exhibit C

Schertz Bancshares Corporation

Insiders

December 31, 2015

Name / Address	Occupation other than HC	Position with HC	Position with Subsidiary Bank, Schertz Bank & Trust	Position with Other Businesses	Percent Voting Shares Owned of HC	Percent Shares Owned in Subs.	Names of Other Companies Greater Than 25% Owned
Roy W. Richard, Jr. Schertz, TX	Attorney	Chairman of the Board of Directors, President	Chairman of the Board of Directors	Law Office – Sole Practitioner; Roy W. Richard Family Limited Partnership – Managing Director	73.66%	None	Matera Paper, Inc. – 33.33%
Roy Richard III Schertz, TX	Sales	Director	Director	None	None	None	None
Melvin Golla Adkins, TX	Banker (retired)	Director	Director	TRIAG LLC – Partner; G76 LP – Partner	0.93%	None	TRIAG LLC – 25%; G76 LP – 25%
Arnold Moos San Antonio, TX	N/A	Director	Director	Advisory Director, Acme Butane Co. dba Arnold Moos Co.	0.05%	None	Acme Butane Co. dba Arnold Moos Co. – 52%
Richard Prater Universal City, TX	Real Estate Broker	Director	Director	Owner – ERA Tucker Co. Realtors	None	None	ERA Tucker Co. Realtors – 100%; Terra Investments – 25%
Jessica Richard Crawford Cibolo, TX	Attorney	Director	Director	City of New Braunfels Assistant City Attorney/Prosecutor	None	None	Law Offices of Jessica Richard Crawford – 100%
Thomas T. Smith Austin, TX	Attorney	Director	Director	Law Office Thomas T. Smith	1.88%	None	Law Offices of Thomas T. Smith – 100%; Cottonwood Estates, LLC – 50%; Bluebonnet

							Parkway JV – 28%
Jim O. Wolverton Schertz, TX	County Commissioner	Director	Director	None	None	None	Wolverton Family Trust – 29.71%
Eric W. White Schertz, TX	Investor	Director	Director	None	None	None	None
Mark Sunderman Schertz, TX	Banker	Secretary / Treasurer	President & CEO	None	None	None	None

A **AMENDED** **D**
JUL 07 2016

Schertz Bancshares Corporation

Annual Financial Report

December 31, 2015 and 2014

Schertz Bancshares Corporation

Table of Contents

	Page
Independent Accountant's Compilation Report	1
Balance Sheets	2
Statements of Income	3
Statements of Comprehensive Income	4
Statements of Changes in Stockholders' Equity	5



Padgett Stratemann

Independent Accountant's Compilation Report

To the Board of Directors and Stockholders
Schertz Bancshares Corporation
Schertz, Texas

Management is responsible for the accompanying financial statements of Schertz Bancshares Corporation (the "Company"), which comprise the balance sheets as of December 31, 2015 and 2014, and the related statements of income, comprehensive income, and changes in stockholders' equity, in accordance with accounting principles generally accepted in the United States of America. We have performed compilation engagements in accordance with *Statements on Standards for Accounting and Review Services* promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

Management has elected to omit substantially all the disclosures and the statements of cash flows ordinarily included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America. If the omitted disclosures and the statements of cash flows were included in the financial statements, they might influence the user's conclusions about the Company's assets, liabilities, equity, revenue, and expenses. Accordingly, the financial statements are not designed for those who are not informed about such matters.

These financial statements do not include consolidation of the Company's majority-owned subsidiary, Schertz Bank & Trust. The financial statements have been prepared reporting the majority-owned subsidiary under the equity method of accounting. Additionally, management has elected to omit substantially all of the disclosures and the statements of cash flows required by accounting principles generally accepted in the United States of America. If the omitted consolidation, disclosures, and the statements of cash flows were included in the financial statements, they might influence the user's conclusions about the Company's financial position, results of operations, and cash flows. Accordingly, these financial statements are not designed for those who are not informed about such matters.

Padgett, Stratemann + Co., L.L.P.

San Antonio, Texas
January 19, 2016

AUSTIN
811 BARTON SPRINGS ROAD, SUITE 550
AUSTIN, TEXAS 78704
512 476 0717

HOUSTON
1980 POST OAK BOULEVARD, SUITE 1100
HOUSTON, TEXAS 77056
713 335 8630

SAN ANTONIO
100 N.E. LOOP 410, SUITE 1100
SAN ANTONIO, TEXAS 78216
210 828 6281

TOLL FREE: 800 879 4966
WEB: PADGETT-CPA.COM

Schertz Bancshares Corporation

Balance Sheets

December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Cash and cash equivalents	\$ 2,290	\$ 12,357
Account receivable – subsidiary	3,973	1,618
Investment in subsidiary – Schertz Bank & Trust	<u>27,666,457</u>	<u>25,376,853</u>
Total assets	<u>\$ 27,672,720</u>	<u>\$ 25,390,828</u>
Voting capital stock – no par value; 1,000,000 shares authorized; 45,200 shares issued; 42,600 shares outstanding	\$ 238,656	\$ 238,656
Nonvoting capital stock – no par value; 9,000,000 shares authorized; 406,800 shares issued; 383,400 shares outstanding	-	-
Surplus	1,846,300	1,846,300
Retained earnings	26,338,724	23,902,844
Less cost of 2,600 shares held as treasury stock	(576,962)	(576,962)
Accumulated other comprehensive loss	<u>(173,998)</u>	<u>(20,010)</u>
Total stockholders' equity	<u>\$ 27,672,720</u>	<u>\$ 25,390,828</u>

See independent accountant's compilation report.

Schertz Bancshares Corporation

Statements of Income

Years Ended December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Income:		
Dividends from subsidiary	\$ 298,200	\$ 212,000
Undistributed income from subsidiary	<u>2,443,592</u>	<u>1,926,615</u>
Total income	<u>2,741,792</u>	<u>2,138,615</u>
Expenses:		
Accounting fees	1,570	-
Director fees	<u>10,115</u>	<u>4,759</u>
Total expenses	<u>11,685</u>	<u>4,759</u>
Income before federal income tax benefit	2,730,107	2,133,856
Income tax benefit	<u>3,973</u>	<u>1,618</u>
Net income	<u>\$ 2,734,080</u>	<u>\$ 2,135,474</u>

See independent accountant's compilation report.

Schertz Bancshares Corporation

Statements of Comprehensive Income

Years Ended December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Net income	\$ <u>2,734,080</u>	\$ <u>2,135,474</u>
Other items of comprehensive income (loss):		
Adjustment for net gain on sale of investment securities	-	100,000
Unrealized holding gain (loss) on securities available for sale	<u>(233,315)</u>	<u>994,541</u>
Total other items of comprehensive income (loss)	<u>(233,315)</u>	<u>1,094,541</u>
Comprehensive income before income tax benefit (expense)	<u>2,500,765</u>	<u>3,230,015</u>
Income tax benefit (expense) related to other items of comprehensive income:		
Adjustment for net gain on sale of investment securities	-	(34,000)
Unrealized holding gain (loss) on securities available for sale	<u>79,327</u>	<u>(338,144)</u>
Total tax benefit (expense)	<u>79,327</u>	<u>(372,144)</u>
Comprehensive income after income tax benefit (expense)	<u>\$ 2,580,092</u>	<u>\$ 2,857,871</u>

See independent accountant's compilation report.

Schertz Bancshares Corporation

Statements of Changes in Stockholders' Equity

Years Ended December 31, 2015 and 2014

	Voting Capital Stock	Nonvoting Capital Stock	Surplus	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total
Balance at January 1, 2014	\$ 238,656	\$ -	\$ 1,846,300	\$ 21,967,370	\$ (576,962)	\$ (742,407)	\$ 22,732,957
Net income – year ended December 31, 2014	-	-	-	2,135,474	-	-	2,135,474
Dividends paid	-	-	-	(200,000)	-	-	(200,000)
Change in other comprehensive income – net of tax	-	-	-	-	-	722,397	722,397
Balance at December 31, 2014	238,656	-	1,846,300	23,902,844	(576,962)	(20,010)	25,390,828
Net income – year ended December 31, 2015	-	-	-	2,734,080	-	-	2,734,080
Nonvoting stock issued	-	-	-	-	-	-	-
Dividends paid	-	-	-	(298,200)	-	-	(298,200)
Change in other comprehensive income (loss) – net of tax	-	-	-	-	-	(153,988)	(153,988)
Balance at December 31, 2015	\$ 238,656	\$ -	\$ 1,846,300	\$ 26,338,724	\$ (576,962)	\$ (173,998)	\$ 27,672,720

See independent accountant's compilation report.