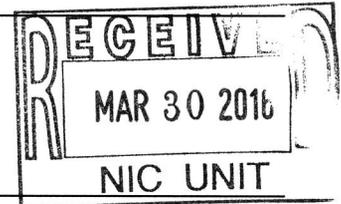


Board of Governors of the Federal Reserve System



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.

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)

I, **Jeff Barfield**

Name of the Holding Company Director and Official

**Secretary to the Board of Directors**

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.

Reporter's Name, Street, and Mailing Address

**Austin Colony, Inc.**

Legal Title of Holding Company

**P. O. Box 3100**

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

**Lake Jackson TX 77566**

City State Zip Code

**122 West Way, Lake Jackson, TX 77566**

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

**Jeff Barfield Director**

Name Title

**979-297-4012**

Area Code / Phone Number / Extension

**979-297-3523**

Area Code / FAX Number

**jeff.barfield@fnblj.com**

E-mail Address

N.A.

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

Signature of Holding Company Director and Official

**03/23/2016**

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

RSSD ID **1130829**  
 C.I. \_\_\_\_\_

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**  
**JUN 17 2016**

**AUSTIN COLONY, INC.**  
**FRY-6**  
**DECEMBER 31, 2015**

**REPORT ITEM # 1 – ANNUAL REPORTS TO SHAREHOLDERS**

Austin Colony, Inc. is not registered with the Securities and Exchange Commission and does not file Form 10-K. Enclosed is the company's annual report to shareholders for the year ended December 31, 2015.

**REPORT ITEM # 2a – ORGANIZATION CHART**

Austin Colony, Inc., Lake Jackson, Texas, was incorporated in the state of Texas and is a bank holding company that owns 100% of First National Bank of Lake Jackson. First National Bank of Lake Jackson is also located in Lake Jackson, Texas, and was incorporated in the state of Texas. Neither Austin Colony, Inc. nor First National Bank of Lake Jackson have an LEI number. Austin Colony, Inc. does not have any other holdings in which it controls 5% or more of the shares of any voting class.

**REPORT ITEM # 2b – DOMESTIC BRANCH LISTING**

First National Bank of Lake Jackson has two domestic branches, as follows:

1. Lake Jackson, TX  
122 West Way, Lake Jackson, TX 77566  
Brazoria County, USA  
Branch Opening Date: July 1, 1982  
Service Type: Full Service
2. Brazoria, TX  
100 E. San Bernard, Brazoria, TX 77422  
Brazoria County, USA  
Branch Opening Date: August 1, 1991  
Service Type: Full Service

**REPORT ITEM # 3(1) – 5% SHAREHOLDERS OF AUSTIN COLONY, INC. at Year End**

- 1) H. L. Baker, Jr.; Lake Jackson, TX  
Number of shares owned: 5,791 sh.  
Percentage of total shares owned: 20.11%  
Country of citizenship: USA
- 2) Sheri Barnhart; Lake Jackson, TX  
Number of shares owned: 4,390 sh.  
Percentage of total shares owned: 15.24%  
Country of citizenship: USA
- 3) Perry Mueller, Jr.; Lake Jackson, TX  
Number of shares owned: 2,854 sh.  
Percentage of total shares owned: 9.91%  
Country of citizenship: USA

**REPORT ITEM # 3(1) – 5% SHAREHOLDERS OF AUSTIN COLONY, INC. at Year End -  
continued**

- |    |                                     |           |  |
|----|-------------------------------------|-----------|--|
| 4) | Harold E. Monical; Lake Jackson, TX |           |  |
|    | Number of shares owned:             | 1,951 sh. |  |
|    | Percentage of total shares owned:   | 6.78%     |  |
|    | Country of citizenship:             | USA       |  |
| 5) | James F. Brown; Lake Jackson, TX    |           |  |
|    | Number of shares owned:             | 1,760 sh. |  |
|    | Percentage of total shares owned:   | 6.11%     |  |
|    | Country of citizenship:             | USA       |  |

**A MENDED**  
**JUN 17 2016**

**REPORT ITEM #3(2) – 5% SHAREHOLDERS OF AUSTIN COLONY, INC. during Fiscal Year**

None

**REPORT ITEM #4 – INSIDERS ( AUSTIN COLONY, INC. )**

1. H. L. Baker, Jr.; Lake Jackson, TX
  2. Banker
  - 3.a. President and Director of Austin Colony, Inc.
  - 3.b. President and Director of First National Bank of Lake Jackson
  - 3.c. None
  - 4.a. Austin Colony, Inc.: 5,791 sh. (20.11% of total)
  - 4.b. None
  - 4.c. None
- 
1. Sheri Barnhart; Lake Jackson, TX
  2. Banker
  - 3.a. Director of Austin Colony, Inc.
  - 3.b. Senior Vice President of First National Bank of Lake Jackson
  - 3.c. None
  - 4.a. Austin Colony, Inc. - 4,390 sh. (15.24% of total)
  - 4.b. None
  - 4.c. None
- 
1. Harold E. Monical; Lake Jackson, TX
  2. N/A
  - 3.a. Director of Austin Colony, Inc.
  - 3.b. Director of First National Bank of Lake Jackson
  - 3.c. None
  - 4.a. Austin Colony, Inc. - 1,951 sh. (6.78% of total)
  - 4.b. None
  - 4.c. None

**REPORT ITEM #4 – INSIDERS ( AUSTIN COLONY, INC. ) - continued**

1. Richard M. Drake; Lake Jackson, TX
  2. Investment Consultant
  - 3.a. Director of Austin Colony, Inc.
  - 3.b. Director of First National Bank of Lake Jackson
  - 3.c. None
  - 4.a. Austin Colony, Inc. - 575 sh. (2.00% of total)
  - 4.b. None
  - 4.c. None
- 
1. Harold Monical, Jr.; Lake Jackson, TX
  2. Businessman
  - 3.a. Director of Austin Colony, Inc.
  - 3.b. Director of First National Bank of Lake Jackson
  - 3.c. Director of United Electrical & Instrumentation, Inc.; Director of Infinity Construction Holding, Inc.
  - 4.a. Austin Colony, Inc. - 201 sh. (0.70% of total)
  - 4.b. None
  - 4.c. None
- 
1. Mark Monical; Lake Jackson, TX
  2. Businessman
  - 3.a. Director of Austin Colony, Inc.
  - 3.b. Director of First National Bank of Lake Jackson
  - 3.c. Director of Brazos M&E, Inc.; Director of United Electrical & Instrumentation, Inc.; Director of Monical & Rea, Inc.; Director of Infinity Construction Holding, Inc.; Director of Infinity Maintenance Holding, Inc.; Director of Caliber Holding, LLC
  - 4.a. Austin Colony, Inc. - 1,286 sh. (4.47% of total)
  - 4.b. None
  - 4.c. None
- 
1. Jeff Barfield; Lake Jackson, TX
  2. Banker
  - 3.a. Director and Secretary/Treasurer of Austin Colony, Inc.
  - 3.b. Director of First National Bank of Lake Jackson
  - 3.c. None
  - 4.a. Austin Colony, Inc. - 200 sh. (0.70% of total)
  - 4.b. None
  - 4.c. None
- 
1. James F. Brown; Lake Jackson, TX
  2. Salesman
  - 3.a. Director of Austin Colony, Inc.
  - 3.b. Director of First National Bank of Lake Jackson
  - 3.c. President of Freddie Brown Auto Sales, Inc.
  - 4.a. Austin Colony, Inc. - 1,760 sh. (6.11% of total)
  - 4.b. None
  - 4.c. 51% of Freddie Brown Auto Sales, Inc.

**AUSTIN COLONY, INC. AND SUBSIDIARY  
LAKE JACKSON, TEXAS**

**CONSOLIDATED BALANCE SHEETS**

**December 31, 2015 and  
Comparative Statement for December 31, 2014**

	<u>12/31/15</u>	<u>12/31/14</u>
<b><u>ASSETS</u></b>		
Cash and Fed Funds Sold	\$75,456,172	\$64,158,981
Investment Securities, Book Value	184,036,496	183,382,825
Investment Securities, Market Value Adj.	1,423,658	3,673,208
Net Loans Receivable	20,918,720	17,454,688
Fixed Assets, Net of Depreciation	90,979	216,708
Accrued Interest Receivable	733,642	737,770
Other Real Estate	0	0
Other Assets	<u>137,880</u>	<u>117,370</u>
<b>TOTAL ASSETS</b>	<b><u>\$282,797,547</u></b>	<b><u>\$269,741,550</u></b>
<b><u>LIABILITIES &amp; EQUITY</u></b>		
Deposits - Time	\$50,030,365	\$56,169,438
Deposits - Demand	206,051,109	184,762,326
Other Borrowed Funds	0	0
Accrued Interest Payable	82,716	82,476
Other Liabilities	<u>293,017</u>	<u>237,089</u>
<b>TOTAL LIABILITIES</b>	<b><u>256,457,207</u></b>	<b><u>241,251,329</u></b>
Common Stock	4,315,354	4,243,045
Treasury Stock	(3,165,934)	(3,093,625)
Retained Earnings	<u>23,767,262</u>	<u>23,667,593</u>
<b>TOTAL EQUITY CAPITAL</b>	<b>24,916,682</b>	<b>24,817,013</b>
Market Value Adjustment - AFS Securities	<u>1,423,658</u>	<u>3,673,208</u>
<b>TOTAL CAPITAL</b>	<b><u>26,340,340</u></b>	<b><u>28,490,221</u></b>
<b>TOTAL LIABILITIES &amp; CAPITAL</b>	<b><u>\$282,797,547</u></b>	<b><u>\$269,741,550</u></b>

**AUSTIN COLONY, INC. AND SUBSIDIARY  
LAKE JACKSON, TEXAS**

**CONSOLIDATED INCOME STATEMENT**

**December 31, 2015 and  
Comparative Statement for December 31, 2014**

	<u>12/31/15</u>	<u>12/31/14</u>
<b>INTEREST INCOME:</b>		
Securities	\$5,080,086	\$5,245,690
Loans	996,181	957,202
Fed Funds Sold & Dividends	<u>124,162</u>	<u>149,944</u>
<b>TOTAL INTEREST INCOME</b>	<b><u>6,200,429</u></b>	<b><u>6,352,836</u></b>
<b>INTEREST EXPENSE:</b>		
Time Deposits	259,124	388,076
Demand Deposits	460,489	445,774
Other Borrowed Money	<u>75</u>	<u>0</u>
<b>TOTAL INTEREST EXPENSE</b>	<b><u>719,688</u></b>	<b><u>833,850</u></b>
<b>NET INTEREST MARGIN</b>	<b><u>5,480,741</u></b>	<b><u>5,518,986</u></b>
<b>NON-INTEREST INCOME:</b>		
Service Charges and Fees	140,893	137,795
Rent Income - Bank Building	227,751	245,741
Other Income	121,240	119,221
Gain (Loss) on Sale of Securities	<u>0</u>	<u>0</u>
<b>TOTAL NON-INTEREST INCOME</b>	<b><u>489,884</u></b>	<b><u>502,757</u></b>
<b>NON-INTEREST EXPENSE:</b>		
Salaries, Payroll Taxes, and Benefits	1,758,894	1,691,380
Occupancy Expense	563,202	566,724
Other Operating Expenses	828,860	871,873
FDIC Insurance Premiums	120,000	125,383
Net Non-Operating Expenses (Income)	0	(7,000)
Provision for Loan Losses	<u>0</u>	<u>0</u>
<b>TOTAL NON-INTEREST EXPENSE</b>	<b><u>3,270,956</u></b>	<b><u>3,248,360</u></b>
<b>NET INCOME</b>	<b><u>\$2,699,669</u></b>	<b><u>\$2,773,383</u></b>