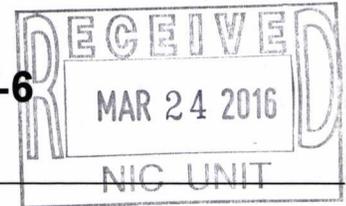


Board of Governors of the Federal Reserve System



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)

Reporter's Name, Street, and Mailing Address

Union State Bancshares, Inc.

Legal Title of Holding Company

200 E Main / PO Box 600

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

Florence

TX

76527

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jay Walker

EVP / CLO

Name

Title

254-793-4464

Area Code / Phone Number / Extension

254-793-4062

Area Code / FAX Number

jwalker@usbantexas.net

E-mail Address

www.usbantexas.net

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

I, **Coleen Beck**

Name of the Holding Company Director and Official

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

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 **2190110**
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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Union State Holding Company

Legal Title of Subsidiary Holding Company

200 E. Main Street / PO Box 600

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

Florence

TX

76527

City

State

Zip Code

Wilmington, DE 19801

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City

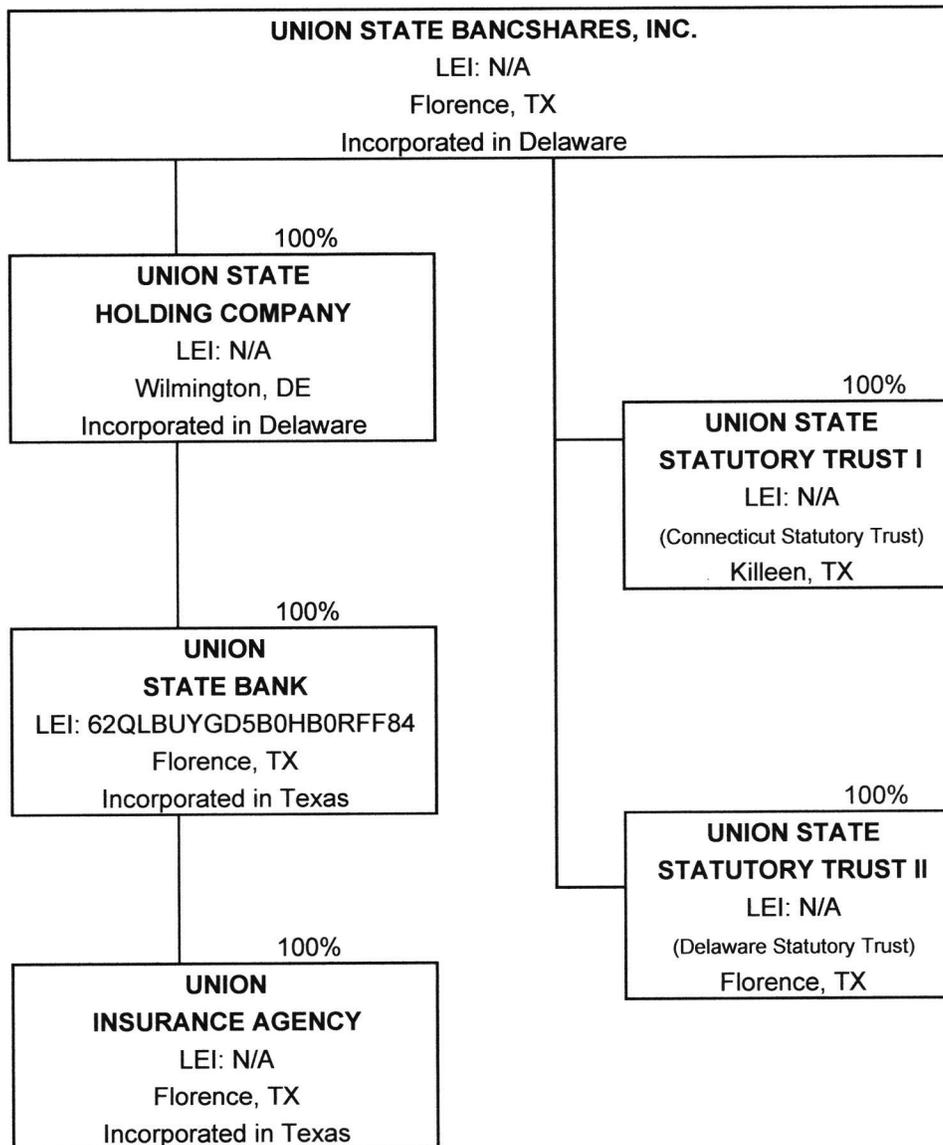
State

Zip Code

Physical Location (if different from mailing address)

**Union State Bancshares, Inc.
Form FR Y-6
December 31, 2015**

Report Item 2a - Organization Chart:



Results: A list of branches for your depository institution: **UNION STATE BANK (ID: 452850)**.
 This depository institution is held by **UNION STATE BANKSHARES, INC. (2190110)** of FLORENCE, 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)	452850	UNION STATE BANK	100 E. MAIN STREET	FLORENCE	TX	76527	WILLIAMSON	UNITED STATES	2591		0 UNION STATE BANK	452850	
OK		Full Service	212441	GEORGETOWN BRANCH	1100 WILLIAMS DRIVE	GEORGETOWN	TX	76628	WILLIAMSON	UNITED STATES	225928		2 UNION STATE BANK	452850	
OK		Full Service	348845	HANKER HEIGHTS BRANCH	345 E. FM 2410	HANKER HEIGHTS	TX	76548-18	BELL	UNITED STATES	465220		7 UNION STATE BANK	452850	
OK		Full Service	144535	KILLEN BRANCH	120 NORTH GRAY STREET	KILLEN	TX	76541	BELL	UNITED STATES	225977		1 UNION STATE BANK	452850	
OK		Full Service	4412861	KILLEN LOOP BRANCH	2201 EAST STAN SCHULTER LOOP	KILLEN	TX	76542	BELL	UNITED STATES	Not Required	Not Required	3 UNION STATE BANK	452850	
OK		Full Service	2799111	LIBERTY HILL BRANCH	13601 WEST STATE HIGHWAY 29	LIBERTY HILL	TX	78664	WILLIAMSON	UNITED STATES	225979		4 UNION STATE BANK	452850	
OK		Full Service	346367	ROUND ROCK BRANCH	902 EAST PALM VALLEY BLVD.	ROUND ROCK	TX	78664	WILLIAMSON	UNITED STATES	225980		3 UNION STATE BANK	452850	
OK		Full Service	4207898	TEMPLE BRANCH	3957 BAILEIGH DRIVE	TEMPLE	TX	76502-33	BELL	UNITED STATES	513459		8 UNION STATE BANK	452850	

Union State Bancshares, Inc.

**Form FR Y-6
December 31, 2015**

**Report Item 3: Securities holders
(1)(a,b,c) and (2)(a,b,c)**

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2015			Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2015		
(1)(a) Names & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Names & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Eula Beck Killeen, TX / USA	USA	3,211 – 6% (includes 630 shares voted as trustee of Eula Lea Hunt Beck Trust)	N/A	N/A	N/A
Coleen Beck Austin, TX / USA	USA	37,073 – 67% (includes 13,718 shares voted as trustee of Coleen Beck Exempt Trust and 20,177 shares voted as trustee of Coleen Beck 2011 Trust)	N/A	N/A	N/A
John Ben Atkinson Florence, TX / USA	USA	2,690 – 5%	N/A	N/A	N/A
Tom E Atkinson Florence, TX / USA	USA	2,690 – 5%	N/A	N/A	N/A
Julie Atkinson Collins Lampasas, TX / USA	USA	2,690 – 5%	N/A	N/A	N/A

The company has only one class of stock: Common.

Union State Bancshares, Inc.

**Form FR Y-6
December 31, 2015**

Report Item 4: Insiders
(1), (2), (3)(a,b,c) and (4)(a,b,c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position With Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Eula Beck Killeen, TX / USA	N/A	Chairman of the Board and Secretary	Director and Vice-President & Treasurer (Union State Holding Company) Chairman of the Board (Union State Bank) Administrator (Union State Statutory Trust I & II)	Limited Partner (Bersisco LTD)	6%	None	Bersisco LTD (88%) BM Beck Management Co (67%)
Coleen Beck Austin, TX / USA	N/A	Director and President & Treasurer	Director and President & Secretary (Union State Holding Company) President / CEO & Director (Union State Bank) President (Union Insurance Agency) Administrator (Union State Statutory Trust I & II)	Limited Partner (Bersisco LTD) President (BM Beck Management Co)	67% (votes 6% as individual shares, 25% as trustee of Coleen Beck Exempt Trust and 36% as trustee of Coleen Beck 2011 Trust)	None	BM Beck Management Co (33%)

AMENDED
JUL 26 2016

Union State Bancshares, Inc.

**Form FR Y-6
December 31, 2015**

Report Item 4: Insiders
(1), (2), (3)(a,b,c) and (4)(a,b,c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position With Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
T. E. Beck Florence, TX / USA	N/A	Director	Executive Vice President & Director (Union State Bank) Secretary (Union Insurance Agency) Administrator (Union State Statutory Trust I & II)	N/A	2%	None	N/A
John Ben Atkinson Florence, TX / USA	N/A	Shareholder	N/A	N/A	5%	None	N/A
Tom E Atkinson Florence, TX / USA	N/A	Shareholder	N/A	N/A	5%	None	N/A
Julie Atkinson Collins Lampasas, TX / USA	N/A	Shareholder	N/A	N/A	5%	None	N/A



Union State Holding Company

**Form FR Y-6
December 31, 2015**

**Report Item 3: Securities holders
(1)(a,b,c) and (2)(a,b,c)**

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2015			Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2015		
(1)(a) Names & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Names & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Union State Bancshares, Inc. Florence, TX / USA	USA	1,000 – 100%	N/A	N/A	N/A

The company has only one class of stock: Common.

Union State Holding Company

Form FR Y-6
December 31, 2015

Report Item 4: Insiders (1), (2), (3)(a,b,c) and (4)(a,b,c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position With Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Eula Beck Killen, TX / USA	N/A	Director and Vice President & Treasurer	Chairman of the Board (Union State Bank)	Limited Partner (Bersisco LTD)	None	None	Bersisco LTD (88%) BM Beck Management Co (67%)
Coleen Beck Austin, TX / USA	N/A	Director and President & Secretary	President / CEO & Director (Union State Bank)	Limited Partner (Bersisco LTD) President (BM Beck Management Co)	None	None	BM Beck Management Co (33%)
Union State Bancshares, Inc Florence, TX / USA	N/A	None	None	None	100%	None	None

AMENDED
JUL 26 2016

Union State Bancshares, Inc
ANNUAL REPORT
December 31, 2015

Union State Bancshares, Inc.
(Parent Company Only)
Balance Sheet – Unaudited

	December 31,	
	2015	2014
<u>ASSETS</u>		
Cash	\$ 3,898,929	\$ 3,701,759
Investment in subsidiaries	43,244,670	40,675,568
Building and land, net	133,430	137,922
Capitalized placement fees, net of amortization	126,910	134,077
Other Assets	75,470	60,083
Total Assets	\$ 47,479,409	\$ 44,709,408
 <u>LIABILITIES and SHAREHOLDERS' EQUITY</u>		
<i><u>Liabilities:</u></i>		
Accrued interest payable	\$ 13,902	\$ 12,654
Accrued other expenses	5,000	5,000
Dividend payable	-	-
Total liabilities	\$ 18,902	\$ 17,654
Notes payable to statutory trusts	10,310,000	10,310,000
 <i><u>Stockholders' equity</u></i>		
Common Stock — \$1 Par, 60,000 shares authorized; 55,060 shares issued and outstanding at December 31, 2015 and at December 31, 2014	60,000	60,000
Additional Paid-In Capital	3,216,989	3,216,989
Retained Earnings	35,950,061	33,333,528
Other comprehensive income	(548,279)	(700,500)
Treasury Stock, at cost – 4,940 shares	(1,528,263)	(1,528,263)
Total Shareholders' Equity	\$ 37,150,507	\$ 34,381,754
Total Liabilities & Shareholders' Equity	\$ 47,479,409	\$ 44,709,408

Union State Bancshares, Inc.
(Parent Company Only)
Statement of Income - Unaudited

	For the Years Ended December 31,	
	2015	2014
<u>INCOME</u>		
Equity in subsidiary earnings	\$ 3,491,068	\$ 3,326,383
Dividends from statutory trust	9,162	8,975
Rental income	-	-
Other income	15,350	15,457
Total income	3,515,580	3,350,816
<u>EXPENSES</u>		
Interest expense - trust preferred securities	304,705	298,508
Legal, accounting, & professional services	19,035	8,239
Building expenses	5,879	5,690
Depreciation expense	4,492	4,492
Amortization expense	7,167	7,167
Life Insurance Premiums	30,000	30,000
Other	1,806	916
Total expenses	373,083	355,011
Net income before taxes	3,142,497	2,995,805
Federal income tax benefit (expense)	-	-
Net Income	\$ 3,142,497	\$ 2,995,805

Union State Bancshares, Inc.
Statement of Changes in Stockholders' Equity

	Common Stock Shares	Dollars	Additional Paid - In Capital	Retained Earnings	Other Comprehensive Income (Loss)	Treasury Stock	Stockholders' Equity
Balance, December 31, 2013	55,148	\$ 60,000	\$ 3,215,062	\$ 31,102,483	\$ (5,516,639)	\$ (1,484,976)	\$ 27,375,930
<i>Comprehensive income:</i>							
Net Income				2,995,805			2,995,805
Net change in unrealized gain on on available-for-sale securities					4,816,138		4,816,138
Total Comprehensive income							7,811,943
Treasury stock transactions	(88)		1,928			(43,288)	(41,360)
Dividends on common stock				(764,759)			(764,759)
Balance, December 31, 2014	55,060	\$ 60,000	\$ 3,216,989	\$ 33,333,528	\$ (700,500)	\$ (1,528,263)	\$ 34,381,754
<i>Comprehensive income:</i>							
Net Income				3,142,497			3,142,497
Net change in unrealized gain on on available-for-sale securities					152,221		152,221
Total Comprehensive income							3,294,718
Treasury stock transactions	-		-			-	-
Dividends on common stock				(525,965)			(525,965)
Balance, December 31, 2015	55,060	\$ 60,000	\$ 3,216,989	\$ 35,950,061	\$ (548,279)	\$ (1,528,263)	\$ 37,150,507