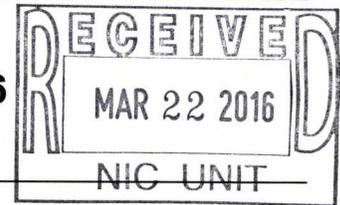


Board of Governors of the Federal Reserve System



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, **Zach Dean**

Name of the Holding Company Director and Official

**Director/President**

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

**Fort Davis Bancshares, Inc.**

Legal Title of Holding Company

**P.O. Box 1808**

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

**Fort Davis**

**TX**

**79734**

City

State

Zip Code

**100 S. State Street**

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

**Zach Dean**

**Director/President**

Name

Title

**432-426-3211 100**

Area Code / Phone Number / Extension

**432-426-3784**

Area Code / FAX Number

**zach@fdsb.com**

E-mail Address

*Zach Dean*

Signature of Holding Company Director and Official

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

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  
C.I.

**2922731**

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

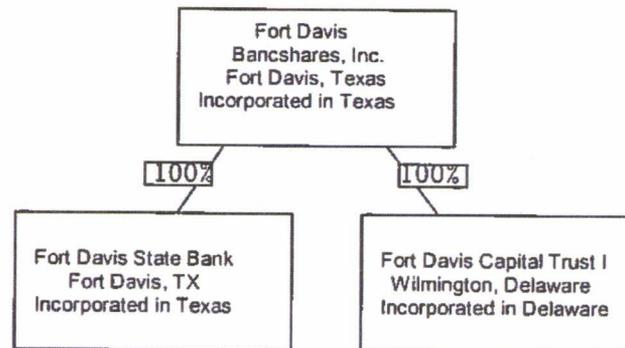
Form FR Y-6

Fort Davis Bancshares, Inc.  
Fort Davis, Texas  
Fiscal Year Ending  
December 31, 2015

Report Item

1. a. The Bank Holding Company is not required to prepare form 10K with the Securities and Exchange Commission
1. b. The Bank Holding Company does prepare an annual report for its shareholders. Copy enclosed.
2. Organizational Chart

No entity has a LEI



**Results:** A list of branches for your depository institution: FORT DAVIS STATE BANK (ID: RSSD: 455459). This depository institution is held by FORT DAVIS BANKSHARES, INC. (2922731) of FORT DAVIS, 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)	455459	FORT DAVIS STATE BANK	100 SOUTH STATE STREET	FORT DAVIS	TX	79734	JEFF DAVIS	UNITED STATES	11488	0	FORT DAVIS STATE BANK	455459	
ok		Full Service	2613673	ALPINE BRANCH	1102 EAST HOLLAND AVENUE	ALPINE	TX	79830	BREWSTER	UNITED STATES	241741	1	FORT DAVIS STATE BANK	455459	
ok		Full Service	2642721	PRESIDIO BRANCH	206 EAST O'REILLY STREET	PRESIDIO	TX	79845	PRESIDIO	UNITED STATES	241742	2	FORT DAVIS STATE BANK	455459	

Form FR Y-6  
December 31, 2015

**Report Item 3: Shareholders**

Current Shareholders with ownership, control or holdings of 5% or more

Shareholders not listed in 3(1) through 3(1)c that had Ownership, control or holding of 5% or more with power to vote during the fiscal year ending 12-31-15.

With power to vote as of 12-31-15

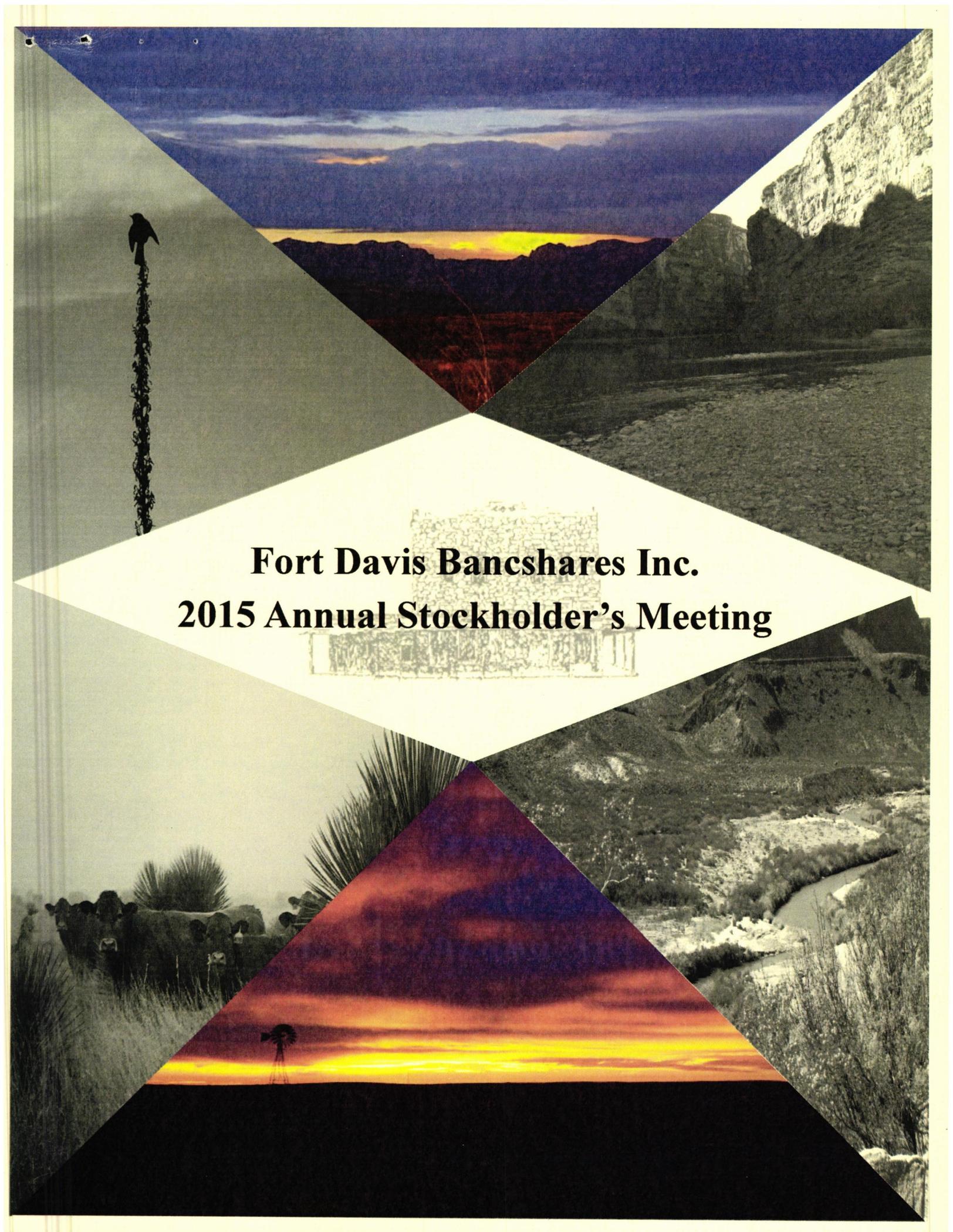
(1)	(1) a Name & Address (City, State, Country)	(1) b Country of Citizenship or Incorporation	(1) c Number and Percentage of Each Class of Voting Securities	(2) a Name & Address (City, State, Country)	(2) b Country of Citizenship or Incorporation	(2) c Number Shares
	James F. Dyer II Fort Davis, Tx	USA	7,500 Shares – 10.69%			
	James F. Dyer III Fort Davis, Tx	USA	22,950 Shares – 32.71%	NONE		
	Jamie Dyer Dean Fort Davis, Tx	USA	21,050 Shares – 30.00%			
	Jan Williams Dyer Fort Davis, Tx	USA	14,200 Shares – 20.24%			

Form FR Y -6  
December 31, 2015

Report Item 4: Directors and Officers

(1) Names & Address (City, State, County)	(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 (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 (include partner- ships) if 25% or more of voting Securities are held (List names of companies and percentage of voting activities held)
James F. Dyer III Fort Davis, Tx	Ranching	Director	Director, Chairman (Fort Davis State Bank)	None (Fort Davis State Bank)	32.71%	None	None
James F. Dyer II Fort Davis, Tx	Ranching	Director	Director (Fort Davis State Bank)	None (Fort Davis State Bank)	10.69%	None	None
Jamie Dyer Dean Fort Davis, Tx	Ranching	Director	Director (Fort Davis State Bank)	None (Fort Davis State Bank)	30.00%	None	None
James M. Davis, Jr. Midland, Tx	Attorney	Director	Director (Fort Davis State Bank)	None (Fort Davis State Bank)	4.41%	None	None
R. Zach Dean Alpine, Tx	Banking	Director/President	Director/President (Fort Davis State Bank)	None (Fort Davis State Bank)	.0143%	None	None
Jo Ann Buchanan Fort Davis, Tx	Banking	Secretary/Treasurer Director	Director (Fort Davis State Bank)	None (Fort Davis State Bank)	.0230%	None	None
Jan Williams Dyer	Ranching	Principal Shareholder	Principal Shareholder		20.24%	None	None

**AMENDED**  
JUL 28 2016



**Fort Davis Bancshares Inc.**  
**2015 Annual Stockholder's Meeting**

February 24, 2016

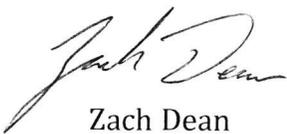
Dear Shareholder,

Fort Davis State Bank was able to reposition itself into stronger earnings and a better asset position in 2015. The return on asset was 0.28% up from -0.45% compared to the previous year. Return on equity was up at year end to 2.73% compared to -4.75% in 2014.

Through 2015 the Fort Davis State Bank was able to increase total loans by 7.1% and total assets by 4.3% from 2014. The bank was also able to increase deposits by 4.5 % or \$2,879,703 during 2015. The bank's capital increased 4.1% with earnings and unrealized gains in the bank's investment portfolio.

In 2016 we will continue to look forward to improve our overall operations and we appreciate your support. As always, feel free to call me with any questions or concerns. We look forward to a stronger more prosperous 2016.

Sincerely,

A handwritten signature in cursive script that reads "Zach Dean".

Zach Dean  
President / CEO



## INDEPENDENT ACCOUNTANT'S COMPILATION REPORT

Board of Directors  
Fort Davis Bancshares, Inc.  
Fort Davis, Texas

Management is responsible for the accompanying financial statements of Fort Davis Bancshares, Inc. (parent company only) which comprise of the balance sheet as of December 31, 2015 and 2014, and the related statements of income, comprehensive income and changes in stockholders' equity for the years then ended in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement 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 the 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 of the disclosures and the statements of cash flows required by accounting principles generally accepted in the United States of America. If the omitted disclosures and statements of cash flows were included in the financial statements, they might influence the user's conclusion about the Company's financial position, results of operation, and cash flows. Accordingly, the financial statements are not designed for those who are not informed about such matters.

*Oliver Garrison LLC*

San Angelo, TX  
January 27, 2016

FORT DAVIS BANCSHARES, INC.  
FORT DAVIS, TEXAS

**COMPILED PARENT COMPANY ONLY  
FINANCIAL STATEMENTS**

December 31, 2015 and 2014

**FORT DAVIS BANCSHARES, INC.**  
(PARENT COMPANY ONLY)  
**STATEMENTS OF STOCKHOLDERS' EQUITY**  
Years Ended December 31, 2015 and 2014

	Shares of Common Stock	Capital Surplus	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance at December 31, 2013	\$ 750,000	\$ 4,088,812	\$(1,996,250)	\$ 1,381,462	\$ (185,224)	\$ 4,038,800
Net loss	-	-	-	(398,992)	-	(398,992)
Other comprehensive income	-	-	-	-	299,062	299,062
Balance at December 31, 2014	750,000	4,088,812	(1,996,250)	982,470	113,838	3,938,870
Net income	-	-	-	119,347	-	119,347
Other comprehensive income	-	-	-	-	93,246	93,246
Balance at December 31, 2015	<u>\$ 750,000</u>	<u>\$ 4,088,812</u>	<u>\$(1,996,250)</u>	<u>\$ 1,101,817</u>	<u>\$ 207,084</u>	<u>\$ 4,151,463</u>

See accompanying accountant's compilation report.

**FORT DAVIS BANCSHARES, INC.**  
**(PARENT COMPANY ONLY)**  
**STATEMENTS OF STOCKHOLDERS' EQUITY**  
**Years Ended December 31, 2015 and 2014**

	Years ended December 31,	
	2015	2014
Net income (loss)	\$ 119,347	\$ (398,992)
Other comprehensive income:		
Gross unrealized gains on securities available for sale	93,246	362,045
Reclassification adjustment for gains realized in net income	-	(62,983)
Total other comprehensive income	93,246	299,062
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>	<b>\$ 212,593</b>	<b>\$ (99,930)</b>

See accompanying accountant's compilation report.

**FORT DAVIS BANCSHARES, INC.**  
**(PARENT COMPANY ONLY)**  
**STATEMENTS OF INCOME**

	Years ended December 31,	
	2015	2014
Income		
Dividend	\$ -	\$ -
Interest	2,394	1,043
Total income	2,394	1,043
Expenses		
Interest	79,620	78,387
Amortization of prepaid finance charge	2,851	2,851
Other expenses	-	1,000
Total expenses	82,471	82,238
Income before equity in undistributed net loss of subsidiary	(80,077)	(81,195)
Equity in undistributed income (loss) of Bank <sup>1</sup>	199,424	(317,797)
NET INCOME (LOSS)	\$ 119,347	\$ (398,992)

<sup>1</sup> Equity in undistributed income (loss) of Bank includes \$0 and \$62,983 accumulated other comprehensive income reclassifications for unrealized net gains on available for sale securities for 2015 and 2014, respectively.

See accompanying accountant's compilation report.

**FORT DAVIS BANCSHARES, INC.**  
**(PARENT COMPANY ONLY)**  
**BALANCE SHEETS**

	December 31,	
	2015	2014
<b>ASSETS</b>		
Cash in bank	\$ 627	\$ 627
Interest receivable	9,359	6,965
Prepaid finance charges	3,938	6,788
Due from Fort Davis State Bank	4,916	4,916
Investment in Fort Davis State Bank	7,443,880	7,151,210
Investment in Fort Davis Capital Trust I	93,000	93,000
	<u>\$ 7,555,720</u>	<u>\$ 7,263,506</u>
 <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities</b>		
Accrued interest	\$ 311,257	\$ 231,636
Subordinated debentures	3,093,000	3,093,000
Total liabilities	<u>3,404,257</u>	<u>3,324,636</u>
 <b>Stockholders' equity</b>		
Common stock, \$5 par value; 1,000,000 shares authorized: 150,000 shares issued; 70,150 and 70,150 shares outstanding for 2015 and 2014, respectively	750,000	750,000
Additional paid-in capital	4,088,812	4,088,812
Treasury stock (79,850 shares at cost for 2015 and 2014)	(1,996,250)	(1,996,250)
Retained earnings	1,101,817	982,470
Accumulated other comprehensive income (loss)	207,084	113,838
Total stockholders' equity	<u>4,151,463</u>	<u>3,938,870</u>
	<u>\$ 7,555,720</u>	<u>\$ 7,263,506</u>

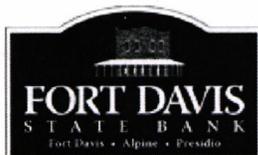
See accompanying accountant's compilation report.



## Balance Sheet Compare

### Consolidated

	Actual Dec 2015	Actual Dec 2014	\$ Change	% Change
<b>Assets</b>				
Cash and due from banks	12,294,964	12,512,379	(217,416)	(1.7)
Interest bearing deposits with banks	2,484,734	2,236,578	248,156	11.1
Investment Securities - Taxable	9,861,968	11,304,279	(1,442,311)	(12.8)
Investment Securities - Tax-exempt	10,681,943	8,349,057	2,332,886	27.9
Loans, net of unearned income	35,654,707	33,285,585	2,369,121	7.1
Less: Allowance for loan losses	(534,390)	(543,016)	8,626	1.6
Premises and equipment, net	1,183,085	1,266,351	(83,267)	(6.6)
Accrued interest receivable	377,953	367,724	10,229	2.8
Other real estate	663,670	829,733	(166,063)	(20.0)
Other assets	1,772,990	1,768,971	4,019	0.2
<b>Total Assets</b>	<b><u>74,441,623</u></b>	<b><u>71,377,642</u></b>	<b><u>3,063,980</u></b>	<b><u>4.3</u></b>
<b>Liabilities</b>				
Non-Interest Bearing Deposits	30,074,391	28,569,070	1,505,321	5.3
Interest bearing demand deposits	1,983,947	1,586,202	397,745	25.1
Savings and Money Market Deposits	24,201,072	21,796,951	2,404,121	11.0
Time Deposits - Retail	10,364,507	11,791,992	(1,427,485)	(12.1)
<b>Total Deposits</b>	<b><u>66,623,918</u></b>	<b><u>63,744,216</u></b>	<b><u>2,879,703</u></b>	<b><u>4.5</u></b>
Accrued expenses and other liabilities	373,824	482,216	(108,392)	(22.5)
<b>Total Liabilities</b>	<b><u>66,997,743</u></b>	<b><u>64,226,432</u></b>	<b><u>2,771,311</u></b>	<b><u>4.3</u></b>
<b>Equity</b>				
Common stock	100,000	100,000	-	-
Capital surplus	5,443,319	5,443,319	-	-
Retained earnings	1,494,053	1,811,850	(317,797)	(17.5)
Accumulated other comprehensive income (loss)	207,084	113,838	93,245	81.9
Net Income	199,424	(317,797)	517,221	162.8
<b>Total Equity</b>	<b><u>7,443,880</u></b>	<b><u>7,151,210</u></b>	<b><u>292,670</u></b>	<b><u>4.1</u></b>
<b>Total Liabilities &amp; Equity</b>	<b><u>74,441,623</u></b>	<b><u>71,377,642</u></b>	<b><u>3,063,980</u></b>	<b><u>4.3</u></b>



## Income Statement Compare

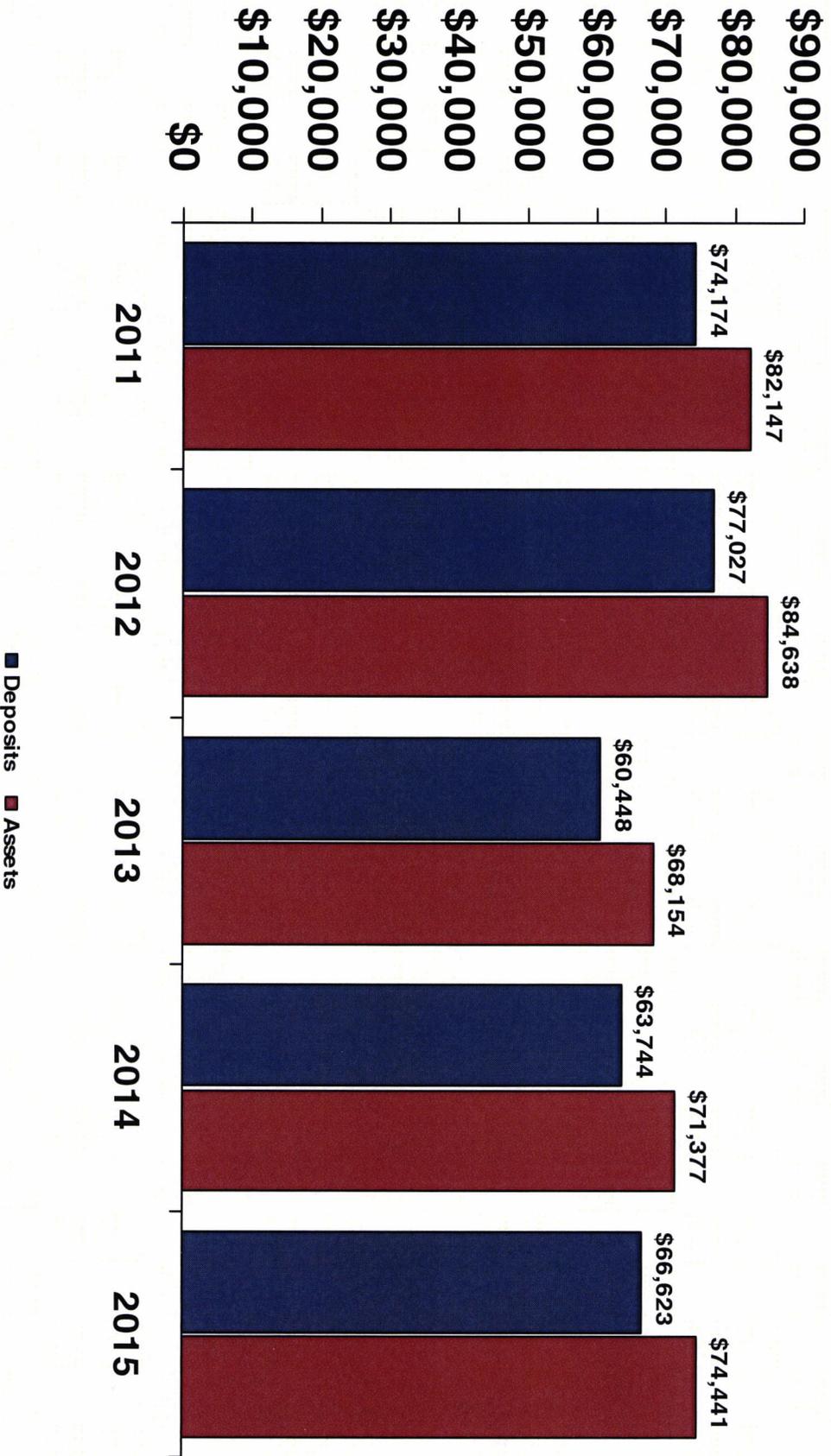
Consolidated

	YTD Actual Dec 2015	YTD Actual Dec 2014	\$ Change	% Change
<b>Interest Income</b>				
Interest on Loans	1,982,094	1,836,206	145,889	7.9
Fees on Loans	88,267	84,518	3,749	4.4
Interest on deposits with banks	36,768	28,734	8,034	28.0
Investment Securities - Taxable	178,185	208,285	(30,100)	(14.5)
Investment Securities - Tax-exempt	206,822	185,354	21,468	11.6
Total Interest Income	2,492,136	2,343,097	149,039	6.4
<b>Interest Expense</b>				
Interest bearing demand deposits	936	853	83	9.7
Savings and Money Market Deposits	23,364	28,528	(5,164)	(18.1)
Time Deposits - Retail	72,239	74,038	(1,799)	(2.4)
Total Interest Expense on Deposits	96,539	103,420	(6,880)	(6.7)
Interest on other borrowings	-	-	-	-
Total Interest Expense	96,539	103,420	(6,880)	(6.7)
<b>Net Interest Income</b>	<b>2,395,597</b>	<b>2,239,677</b>	<b>155,920</b>	<b>7.0</b>
Provision for loan losses	1,554	51,686	(50,132)	(97.0)
<b>Net In. Inc. After Prov. for Loan Losses</b>	<b>2,394,043</b>	<b>2,187,991</b>	<b>206,052</b>	<b>9.4</b>
<b>Non Interest Income</b>				
Service charges and fees	397,869	480,441	(82,572)	(17.2)
Securities gains (losses), net	-	62,983	(62,983)	(100.0)
Other noninterest income	435,634	356,146	79,488	22.3
Total Non Interest Income	833,503	899,570	(66,067)	(7.3)
<b>Non Interest Expense</b>				
Salaries and employee benefits	1,389,755	1,468,080	(78,324)	(5.3)
Occupancy	353,910	358,605	(4,695)	(1.3)
Other noninterest expense	1,284,456	1,578,674	(294,218)	(18.6)
Total Non Interest Expense	3,028,121	3,405,358	(377,237)	(11.1)
<b>Income Before Taxes</b>	<b>199,424</b>	<b>(317,797)</b>	<b>517,221</b>	<b>162.8</b>
<b>Net Income</b>	<b>199,424</b>	<b>(317,797)</b>	<b>517,221</b>	<b>162.8</b>

# FORT DAVIS STATE BANK

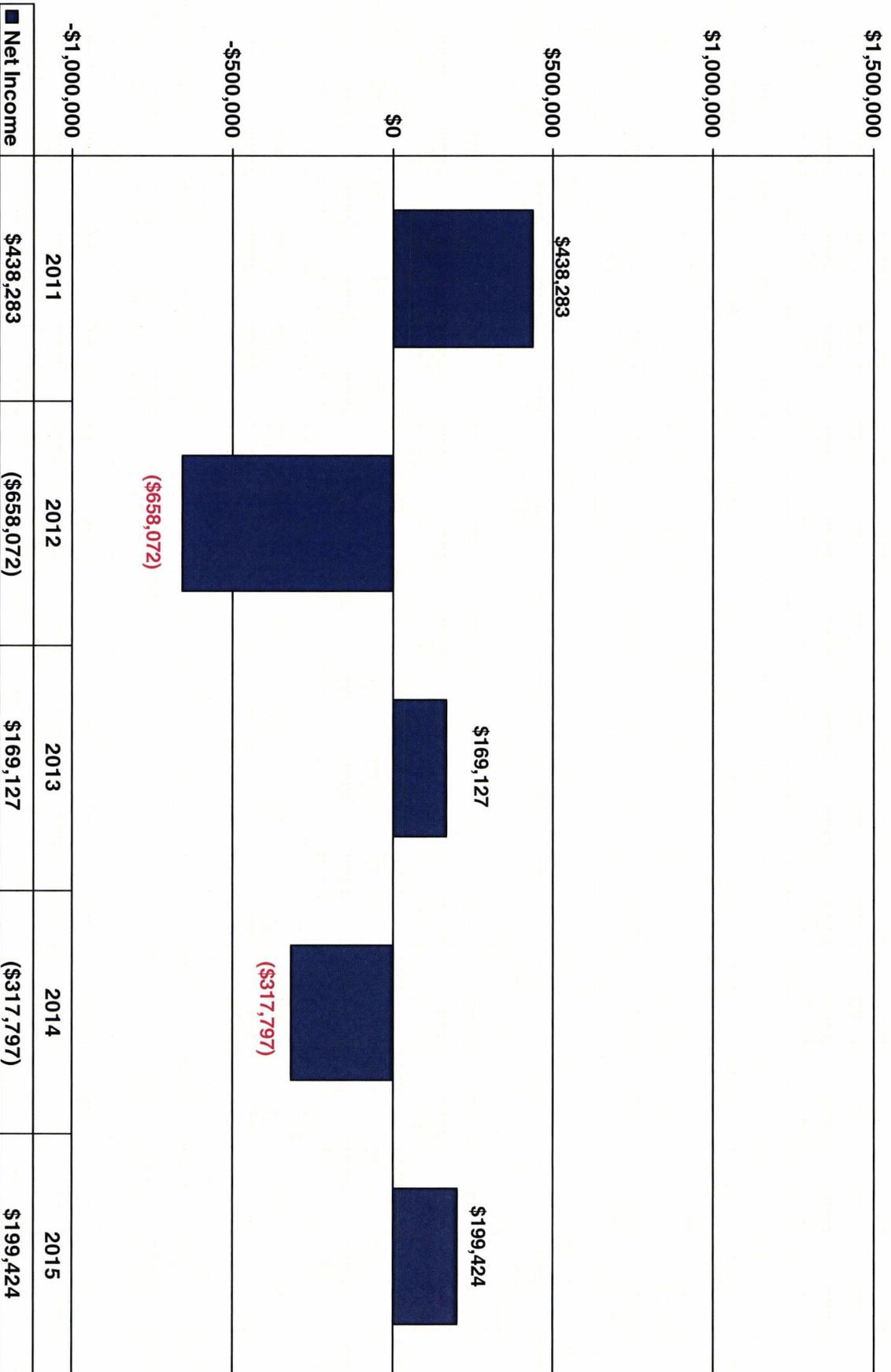
## Year End Deposits and Assets

(Amounts in Thousands)



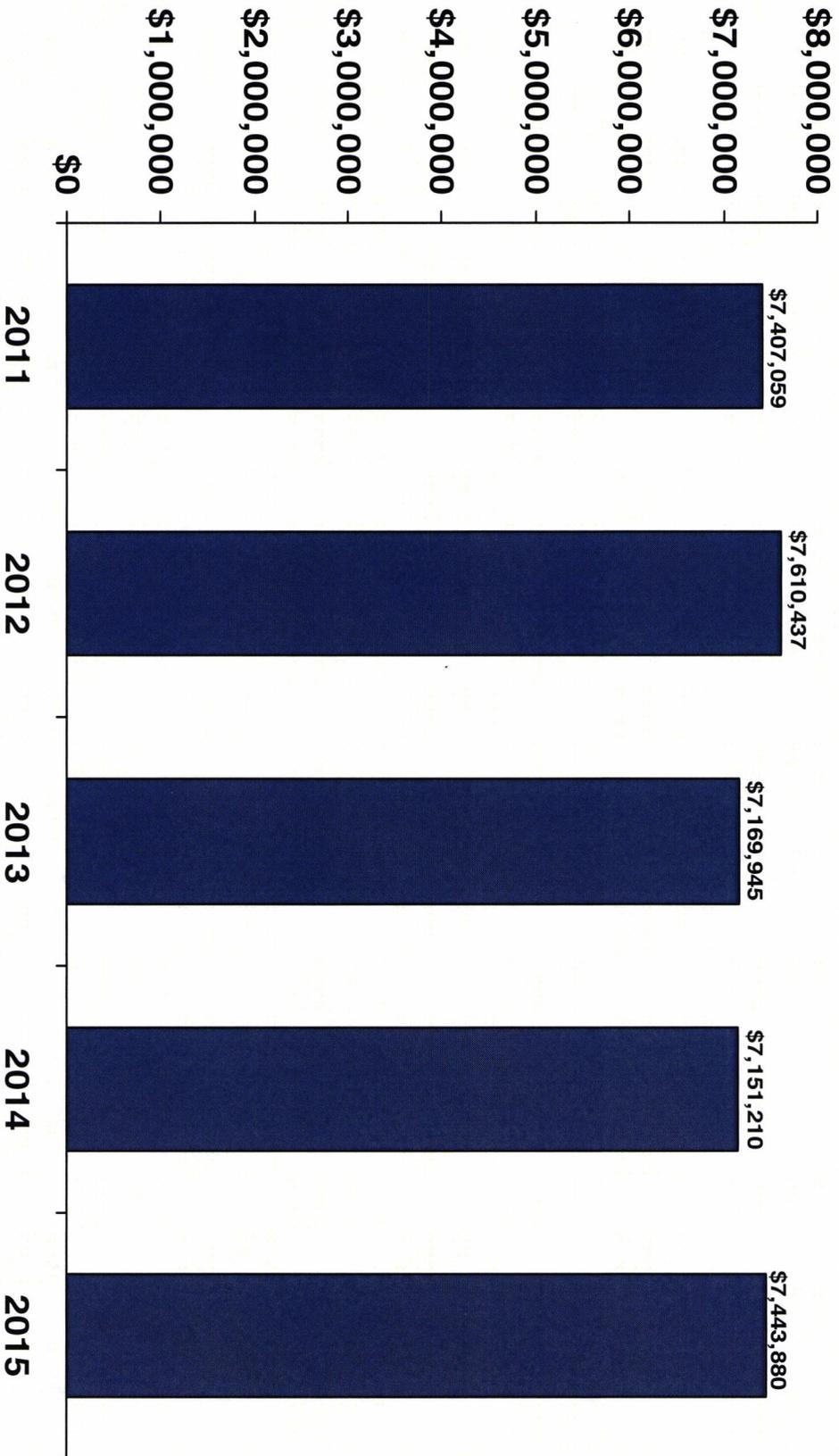
# FORT DAVIS STATE BANK

## Net Income

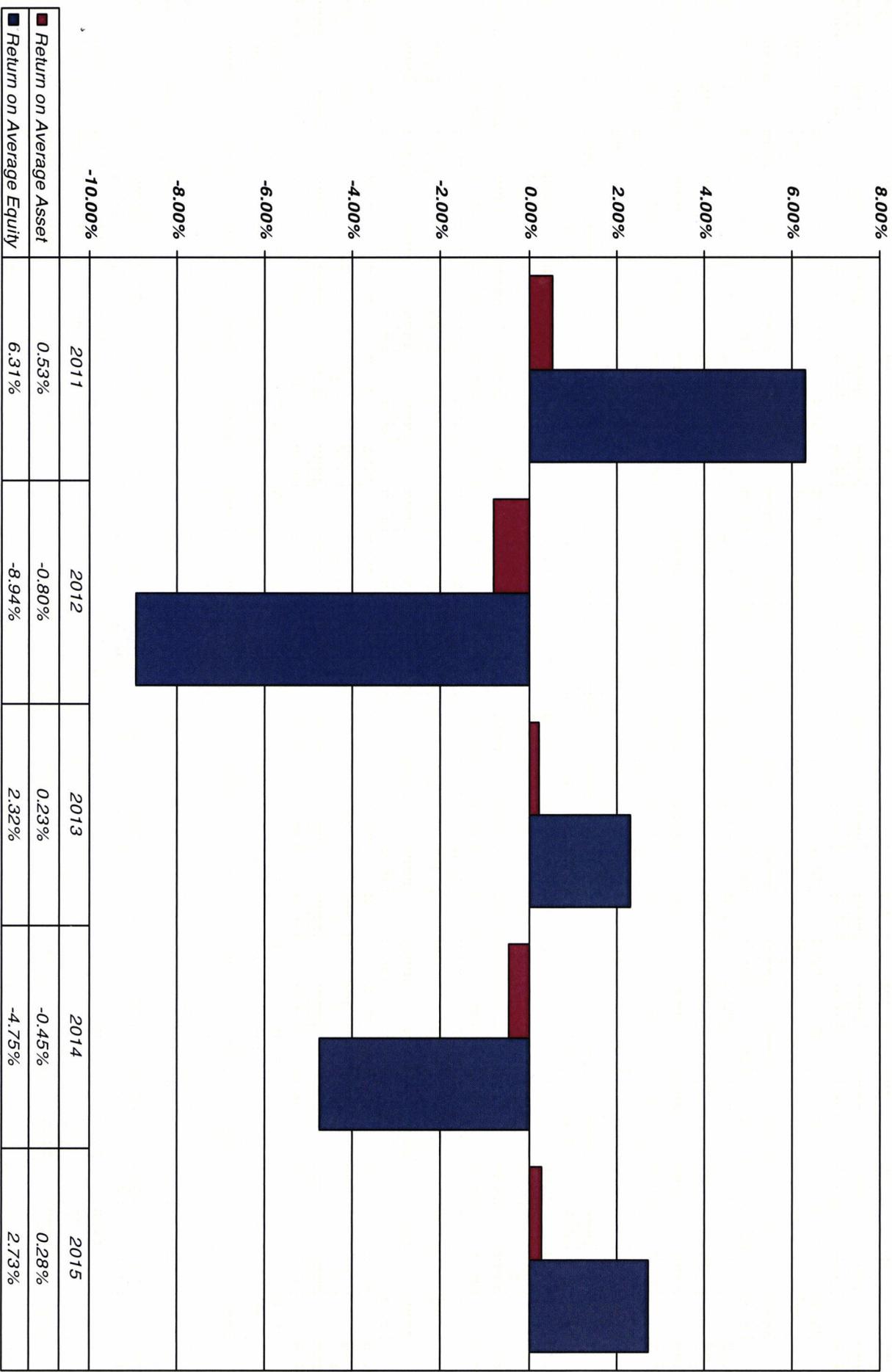


Year	Net Income
2011	\$438,283
2012	(\$658,072)
2013	\$169,127
2014	(\$317,797)
2015	\$199,424

**FORT DAVIS STATE BANK**  
**Year End Capital**



**FORT DAVIS STATE BANK**  
**Pretax Return on Average Assets**  
**Pretax Return on Average Equity**



■ Return on Average Asset  
■ Return on Average Equity

**2015  
OFFICERS**

*Zach Dean  
President & CEO*

*Jo Ann Buchanan  
Executive Vice President*

*Elizabeth Villanueva  
Vice President*

*Brenda Sanchez  
Vice President*

*Tammy Hicks  
Assistant Vice President*

*Yolanda Natera  
Alpine Branch Manager*

*Nereida Marquez  
Presidio Branch President*

*Christine Shackelford/Cashier  
Sr. Vice President/COO&CFO*

*Mary James  
Vice President*

*Bonnie Hamilton  
Assistant Vice President*

*Hannah Gray  
Assistant Vice President*

*Marcos Rodriguez  
Assistant Vice President*

*Lorena Tavarez  
Assistant Vice President*

**DIRECTORS**

*James Dyer III, Chairman of the Board  
Zach Dean, Vice Chairman  
James Dyer II  
Jamie Dyer Dean  
James M. Davis, Jr.  
Jo Ann Buchanan  
Amanda Dyer, Advisory Director*

**SECRETARY  
TO THE  
BANK & HOLDING COMPANY**

*Jo Ann Buchanan*

YOUR "PEOPLE TO PEOPLE" BANK  
SINCE 1911

Our mission is to develop lasting relationships through  
exceptional customer service