

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 28 2016

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, **Sushil C. Patel**

Name of the Holding Company Director and Official
Executive Vice President & Director

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
03/24/2016

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 **3308677**
 C.I. _____

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

December 31, 2015

Month / Day / Year

549300R1VV53RGPW1Q44

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

Reporter's Name, Street, and Mailing Address

SBT Bancshares, Inc.

Legal Title of Holding Company

11950 Webb Chapel Road

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

Dallas TX 75234
 City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Janna B. Hayes SVP & CFO

Name Title

972-252-6000

Area Code / Phone Number / Extension

972-488-4943

Area Code / FAX Number

jhayes@statebnk.com

E-mail Address

www.statebnk.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

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**SBT Bancshares, Inc.
Dallas, TX**

Fiscal Year Ending December 31, 2015

Report Item 1: Annual Report

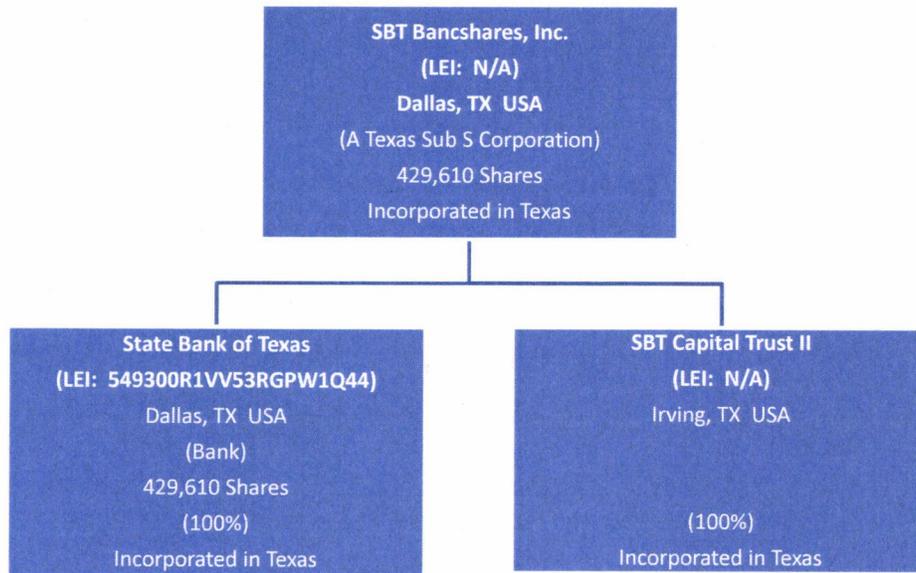
1: The bank holding company does not prepare an annual report for its shareholders.

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SBT Bancshares, Inc.
Dallas, TX
Fiscal Year Ending December 31, 2015

Report Item 2a: **Organizational Chart**



Results: A list of branches for your depository institution: STATE BANK OF TEXAS (ID_RSSD: 1157415).
 This depository institution is held by SBT BANCSHARES, INC. (3308677) of DALLAS, 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)	1157415	STATE BANK OF TEXAS	11950 WEBB CHAPEL ROAD	DALLAS	TX	75234-77	DALLAS	UNITED STATES	38679	0	STATE BANK OF TEXAS	1157415	
OK		Full Service	2426471	CHICAGO DEVON BRANCH	2615 WEST DEVON AVENUE	CHICAGO	IL	60659	COOK	UNITED STATES	Not Required	Not Required	STATE BANK OF TEXAS	1157415	
OK		Full Service	1443284	GARLAND BRANCH	517 WEST IH 30	GARLAND	TX	75043	DALLAS	UNITED STATES	16746	2	STATE BANK OF TEXAS	1157415	
OK		Full Service	3951354	IRVING BRANCH	605 WEST AIRPORT FREEWAY	IRVING	TX	75062-60	DALLAS	UNITED STATES	419341	5	STATE BANK OF TEXAS	1157415	
OK		Full Service	3540909	RICHARDSON BRANCH	500 WEST BELT LINE ROAD	RICHARDSON	TX	75080	DALLAS	UNITED STATES	260773	4	STATE BANK OF TEXAS	1157415	

**SBT Bancshares, Inc.
Fiscal Year Ending December 31, 2015**

Report Item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015		Securities holders 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) 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 and Percentage of Each Class of Voting Securities
Chan B. Patel Irving, TX	USA	64,444 – 15.00% Common Stock	N/A	N/A	N/A
Surekha C. Patel Irving, TX	USA	64,444 – 15.00% Common Stock			
Sushil Patel 2010 Irrevocable Trust Chan B. Patel, Trustee Irving, TX	USA	64,444 – 15.00% Common Stock			
Rajan Patel 2010 Irrevocable Trust Chan B. Patel, Trustee Irving, TX	USA	64,444 – 15.00% Common Stock			
Shetal Patel 2010 Irrevocable Trust Chan B. Patel, Trustee Irving, TX	USA	32,222 – 7.50% Common Stock			
Toral Balakrishnan 2010 Irrevocable Trust Chan B. Patel, Trustee Irving, TX	USA	32,222 – 7.50% Common Stock			

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SBT Bancshares, Inc.
Fiscal Year Ending 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)
Chan B. Patel Irving, TX	N/A	Director, Chairman, President, CEO	Director, Chairman, President, CEO (State Bank of TX)	Southern Comfort Hospitality - partner El Primero Express, LP – owner Regal Hospitality, LLC – partner TIC Capital II, LLC – owner Ideal Hospitality, LLC – partner 360 Hospitality, LLC – partner Brisam West 29, LLC – partner Lewis Ave Hotel, LLC – owner	15%	None	Southern Comfort Hospitality – 75% El Primero Express, LP – 100% Regal Hospitality, LLC – 75% TIC Capital II, LLC – 100% Ideal Hospitality, LLC – 48% 360 Hospitality, LLC – 75% Brisam West 29, LLC – 52% Lewis Ave Hotel, LLC – 100%
Sushil C. Patel Irving, TX	N/A	Director, EVP	Director, EVP, CLO (State Bank of TX)	Waco Lodging, LLC – partner	0% (held in trust)	None	Waco Lodging LLC – 25%
Rajan C. Patel Irving, TX	N/A	Director, SVP	Director, VP of Lending (State Bank of TX)	Waco Lodging, LLC – partner	0% (held in trust)	None	Waco Lodging LLC – 25%
Surekha C. Patel Irving, TX	Hotelier	Director	None	None	15%	None	None
D.N. Patel Irving, TX	Hotelier	Director	None	Economy Inn – owner. DUBRS Investments, Ltd. – partner Dayal Mgmt Corp. – owner	0.29%	None	Economy Inn – 100% DUBRS Investments, Ltd. – 74.6% Dayal Mgmt Corp. – 100%
J.D. Patel Irving, TX	Hotelier	Director	None	Bedford Hotels, LLC – partner Ozarka Furniture Manufacturing – partner Woodcraft Designs, LLC – partner	0.07%	None	Bedford Hotels, LLC – 50% Ozarka Furniture Manufacturing – 50% Woodcraft Designs, LLC – 40% Cleburne Lodging, LLC – 50% J&B Group, LLC - 50%

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				Cleburne Lodging, LLC – partner J&B Group, LLC - partner Athens Host I, LLC – owner			Athens Host I, LLC – 100%
J.R. Patel Roanoke, VA	Hotelier	Director	None	Relax, Inc. – owner Relax Investment Group, LLC – owner Grand Hospitality, LLC – owner Hollins Hospitality – partner Hospitality Inc. – partner	0.41%	None	Relax, Inc. – 100% Relax Investment Group, LLC – 100% Grand Hospitality, LLC – 99% Hollins Hospitality – 30% Hospitality Inc. – 30%
P.N. Patel Fernandina Beach, FL	Hotelier	Director	None	Parkins, Inc. - partner	0.29%	None	Parkins, Inc. – 50%
Ketan Masters Arlington, TX	Hotelier	Director	None	Kapka Corp. – owner Masters Venture Partnership – partner Greenview Investment – partner Trishna Enterprise – owner Shin Shal, LLC – partner Trinity Lodging – owner	2.40%	None	Kapka Corp. – 100% Masters Venture Partnership – 25% Greenview Investment – 25% Trishna Enterprise – 100% Shin Shal, LLC – 40% Trinity Lodging – 100%
Yasmin Gupta Dallas, TX	Entrepreneur	Director	None	YAS International, Inc. – EVP SBI Trading Co. –EVP Mazda Properties Ltd – partner SB Specialty Metals, LLC – partner SB Navitas, LLC – partner SB Boomerang, LLC – partner	2.33%	None	YAS International, Inc. – 27.5% SBI Trading Co. – 35% Mazda Properties Ltd – 50% SB Specialty Metals, LLC – 25% SB Navitas, LLC – 25% SB Boomerang, LLC – 35.25%
Kishor Bhikha Alpharetta, GA	Hotelier	Director	None	Dubois Hotel, LLC – owner Brodwision – partner CIS Marietta – partner	1.16%	None	Dubois Hotel, LLC – 100% Brodwision – 50% CIS Marietta – 30%
Bipin Patel Irving, TX	Hotelier	Director	None	Jupiter Inn – Owner Cole Manor Motel – partner Walnut Inn – partner Super 8 Motel – partner Days Inn and Suites – partner Lone Star Inn – partner Best Western NW Inn – partner Park Forest Inn – partner Bestway Inn – partner	2.45%	None	Jupiter Inn – 100% Cole Manor Motel – 50% Walnut Inn – 75% Super 8 Motel – 35% Days Inn and Suites – 75% Lone Star Inn – 55% Best Western NW Inn – 45% Park Forest Inn – 75% Bestway Inn – 51% Plano Inn and Suites – 51%
Sushil Patel 2010 Irrevocable Trust Chan B. Patel, Trustee Irving, TX	N/A	N/A	N/A	N/A	15.00%	None	16-18 East 30 th Street CBP, LLC – 50% 4 West 37 th Street, LLC – 50%

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Rajan Patel 2010 Irrevocable Trust Chan B. Patel, Trustee Irving, TX	N/A	N/A	N/A	N/A	15.00%	None	16-18 East 30 th Street CBP, LLC – 50% 4 West 37 th Street, LLC – 50%
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