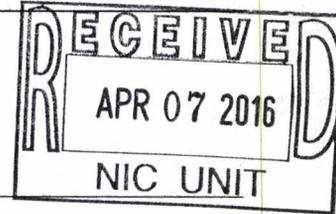


Board of Governors of the Federal Reserve System



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, Gene McCauley

Reporter's Name, Street, and Mailing Address

Henderson Texas Bancshares, Inc.

Legal Title of Holding Company

P. O. Box 1990

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

Henderson TX 75652

City State Zip Code

1120 Hwy. 79 North

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:

Gary Penkilo CPA

Name Title

903-597-6311

Area Code / Phone Number / Extension

903-597-0343

Area Code / FAX Number

gpenkilo@henrypeters.com

E-mail Address

www.texasbnk.com

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

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 3385511
 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.

<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>
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HENDERSON TEXAS BANCSHARES, INC.

**ATTACHMENT TO ANNUAL REPORT OF BANK HOLDING COMPANIES
FR Y-6**

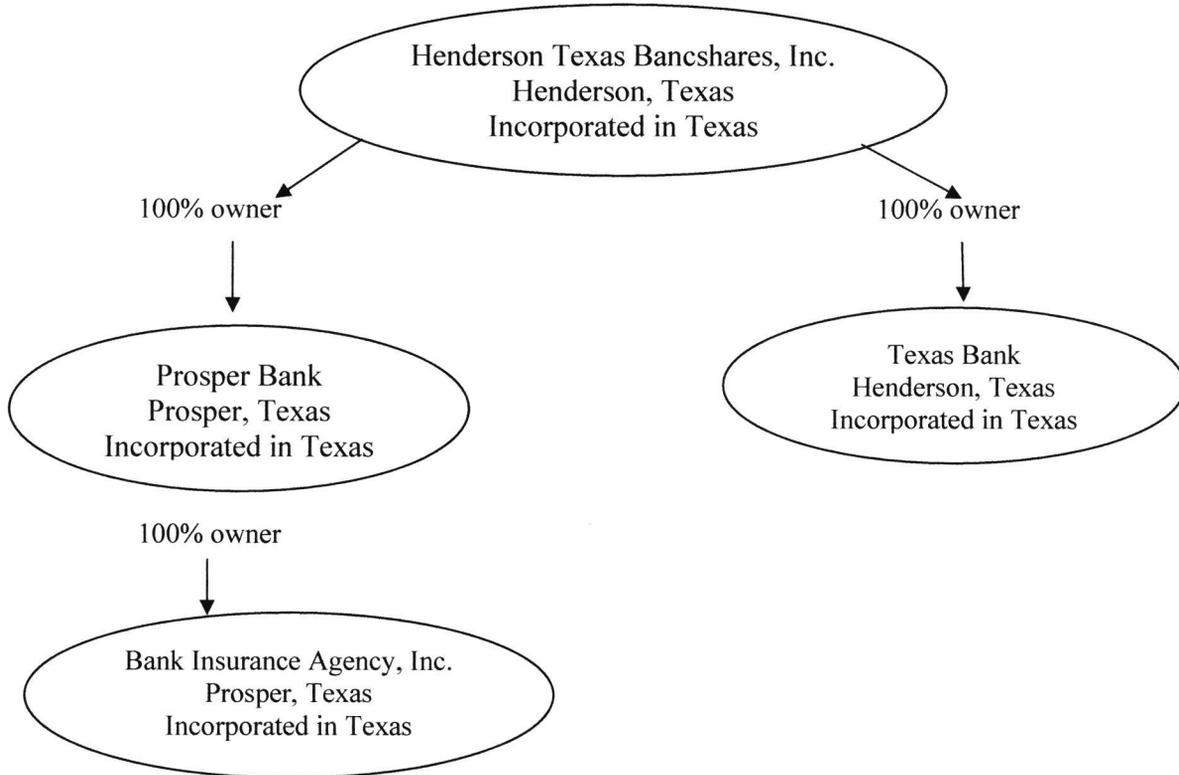
December 31, 2015

REPORT ITEM 1:

N/A - The holding company does not prepare an annual report to shareholders.

REPORT ITEM 2a:

LEI = N/A



REPORT ITEM 2b:

Domestic branch listing provided to the Federal Reserve Bank via email on 3/16/16.

No entity has a LEI. LEI = N/A

AMENDED
AUG 17 2016

Results: A list of branches for your holding company: HENDERSON, TEXAS BANCSHARES, INC. (33885511) of HENDERSON, 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)	642866	PROSPER BANK	805 EAST 1ST STREET	PROSPER	TX	75078	COLLIN	UNITED STATES	9050	0	PROSPER BANK	642866	
OK		Full Service	1402880	FRISCO BRANCH	7700 MAIN STREET	FRISCO	TX	75034	COLLIN	UNITED STATES	231546	1	PROSPER BANK	642866	
OK		Full Service (Head Office)	414764	TEXAS BANK	1120 U.S. HIGHWAY 79 NORTH	HENDERSON	TX	75632	RUSK	UNITED STATES	14563	0	TEXAS BANK	414764	
OK		Full Service	4565776	DOWNTOWN BRANCH	605 SOUTH MAIN STREET	HENDERSON	TX	75634	RUSK	UNITED STATES	Not Required	Not Required	TEXAS BANK	414764	
OK		Full Service	3292413	HENDERSON BRANCH	1815 U.S. HIGHWAY 79 SOUTH	HENDERSON	TX	75654-67	RUSK	UNITED STATES	444089	3	TEXAS BANK	414764	
OK		Full Service	3880753	LONGVIEW BRANCH	4018 ESTES PARKWAY	LONGVIEW	TX	75603	GREGG	UNITED STATES	492703	4	TEXAS BANK	414764	
OK		Full Service	2850067	NACOGDOCHES BRANCH	500 NORTH STREET	NACOGDOCHES	TX	75961-504	NACOGDOCHES	UNITED STATES	252172	2	TEXAS BANK	414764	
OK		Full Service	1362161	TATUM BRANCH	230 W. JOHNSON STREET	TATUM	TX	75691-968	RUSK	UNITED STATES	252172	1	TEXAS BANK	414764	
OK		Full Service	4162755	TYLER BRANCH	5101 RHONES QUARTER ROAD	TYLER	TX	75707-205	SMITH	UNITED STATES	510233	5	TEXAS BANK	414764	

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Henderson Texas Bancshares, Inc.
Henderson, Texas
Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote <u>as of fiscal year ending 12-31-2015</u>			Securities Holders <u>not listed in 3(1)(a) through (3)(1)(c)</u> that had ownership, control or holdings of 5% or more with power to vote <u>during the fiscal year ending 12-31-2015</u>		
(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
Virginia Beth George Irwin Exempt Trust Trustee: Virginia Irwin Henderson, TX, USA	USA	4,100 shares (22.78%) common stock			
Gloria Kay George Segura Exempt Trust Trustee: Kay Segura Pflugerville, TX, USA	USA	4,100 shares (22.78%) common stock		NONE	
W. C. George Executor: Virginia Irwin Henderson, TX, USA	USA	1,800 shares (10%) common stock			
Casey Irwin Plano, TX, USA	USA	1,800 shares (10%) common stock			

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Henderson Texas Bancshares, Inc.
Henderson, Texas
Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote <u>as of fiscal year ending 12-31-2015</u>			Securities Holders <u>not listed</u> in 3(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote <u>during</u> 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
KBI Resources, L.L.C. Kati Wagner Henderson, TX, USA	USA	1,800 shares (10%) common stock			
RJ Segura LLC Pflugerville, TX, USA	USA	1,234 shares (6.86%) common stock			
Jennifer Kay Segura Pflugerville, TX, USA	USA	1,233 shares (6.85%) common stock			
William George Segura Pflugerville, TX, USA	USA	1,233 shares (6.85%) common stock			

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Henderson Texas Bancshares, Inc.
Henderson, Texas
Fiscal Year Ending December 31, 2015

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with holding company	(3)(a) Title & Position with 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 Securities in holding company	(4)(b) Percentage of Voting Securities 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)
Virginia Beth George Irwin Exempt Trust - Virginia Irwin Trustee Trustee: Virginia Irwin Henderson, Texas, USA	N/A	Chairman of the Board of Directors / Director	Director (Texas Bank); Director (Prosper Bank)	N/A	22.78%	N/A	NA
Gloria Kay George Segura Exempt Trust - Kay Segura Trustee Trustee: Kay Segura Pflugerville, Texas, USA	N/A	Director	Director (Texas Bank)	N/A	22.78%	N/A	NA
W. C. George Executor: Virginia Irwin Henderson, TX, USA	N/A	N/A	N/A	N/A	10.00%	N/A	Autumn Leaves (100%) Advancing Health Care (51%) Angel Care Hospice (51%) WCG Quality Resource Mgmt LLC (51%) WCG Arbor Place Assisted Living (51%) Karnes City Nursing and Rehab LLC (80%) Spring Rehab (51%) Karnes City Investments (80%)
Casey Irwin Plano, Texas, USA	N/A	N/A	N/A	N/A	10.00%	N/A	Trifecta Enterprises, L.L.C. (50%) Pegasus World Capital, L.L.C. (50%) Pegasus World, L.P. (49.50%) Pegasus World II, L.P. (49.50%)
KBI Resources, L.L.C. Kati Wagner Henderson, TX, USA	N/A	N/A	N/A	N/A	10.00%	N/A	NA
VBI Resources, L.L.C. Owner: Virginia Irwin Henderson, Texas, USA	N/A	Chairman of the Board of Directors / Director	Director (Texas Bank); Director (Prosper Bank)	N/A	2.22%	N/A	NA

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Henderson Texas Bancshares, Inc.
Henderson, Texas
Fiscal Year Ending December 31, 2015

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with holding company	(3)(a) Title & Position with 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 Securities in holding company	(4)(b) Percentage of Voting Securities 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)
Kay Segura Henderson, Texas, USA	N/A	Director	Director (Texas Bank)	N/A	1.67%	N/A	NA
Dr. Billy Irwin Henderson, Texas, USA	Veterinarian	Director / EVP	Chairman of the Board of Directors / Director (Texas Bank); Chairman of the Board of Directors / Director (Prosper Bank)	Owner (Town and Country Animal Clinic)	N/A	N/A	Town and Country Animal Clinic (100%)
Scotty Cawthon Henderson, Texas, USA	N/A	Director / President	Director / President (Texas Bank); Director (Prosper Bank)	N/A	N/A	N/A	N/A
Gene McCauley Henderson, Texas, USA	N/A	Director / Secretary / EVP	Director / Secretary / EVP (Texas Bank); Director (Prosper Bank)	N/A	N/A	N/A	HCR Enterprises, LLC (50%); MM Henderson Investments, LLC (25%)
Paul Morris Henderson, Texas, USA	N/A	Director / EVP	Director / EVP (Texas Bank); Director (Prosper Bank)	N/A	N/A	N/A	MM Henderson Investments, LLC (25%)